

Stock Code: 3515



ASRock Incorporation

2025 Annual General Shareholders' Meeting

Procedure Handbook

05/28/2025

Subject index

Page

I. Opening Procedure.....	1
II. Agenda of the meeting	3
[Report Items]	5
[Proposals Items].....	32
[Discussion Items]	33
[Extemporaneous Motions]	33
III. Appendix	34
Appendix I: Proposal for Distribution of Earnings 2024	35
Appendix II: The mapping of the clauses of “Articles of Incorporation” before and after amendment	36
Appendix III: Articles of Incorporation	38
Appendix IV: The mapping of the clauses of “Procedures for Lending Funds and Endorsement & Guarantee” before and after amendment	42
Appendix V: Procedures for Lending Funds and Endorsement & Guarantee.....	45
Appendix VI: Parliamentary Procedure for the Shareholders Meeting.....	53
Appendix VII: Shareholding by Directors	56
Appendix VIII: Additional Information.....	57

(Translation – In case of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.)

I. Opening Procedure

ASRock Incorporation

Opening of the Regular Session of Shareholders Meeting 2025

- I. Announcement for the Session
- II. Opening Address of the Presiding Officer
- III. Report Items
- IV. Proposals Items
- V. Discussion Items
- VI. Extemporaneous Motions
- VII. Adjournment of the meeting

II. Agenda of the meeting

ASRock Incorporation

Agenda of the 2025 Shareholders Meeting

- I. Convening method: Regular meeting of entity shareholders
- II. Date and time: 05/28/2025 (Wednesday) 9:00 am
- III. Venue: Conference Room 202, Mellow Fields Hotel, Tienmu
(No. 127, Section 7, ZhongShan North Road, Shilin District, Taipei)
- IV. Opening Address of the Presiding Officer
- V. Report Items
 - 1. 2024 Business Report
 - 2. Auditing Committee's Review Report on the 2024 Financial Statements
 - 3. 2024 Employees' and Directors' Remuneration Report
 - 4. 2024 Earnings Distribution Report for Cash Dividend
- VI. Proposals Items
 - 1. Adoption of the 2024 Financial Statements (Proposed by the Board)
 - 2. Adoption of the Proposal for Distribution of 2024 Earnings (Proposed by the Board)
- VII. Discussion Items
 - 1. Amendment to the "Articles of Incorporation" (Proposed by the Board)
 - 2. Amendment to the "Procedures for Lending Funds and Endorsement & Guarantee" (Proposed by the Board)
- VIII. Extemporary Motions
- IX. Adjournment of Meeting

[Report Items]

1. 2024 Business Report

ASRock Incorporation

2024 Business Report

Dear shareholders, it is indeed a great pleasure to have your presence in this regular session of the 2025 Shareholders Meeting. After experiencing two years of double-digit decline in a row, the global PC market finally saw a slight growth in 2024. According to a research report by IDC, a global market intelligence firm, global PC shipments grew by 1% in 2024, which in turn stimulated the recovery of the Company's consumer board card business. In addition, the global active investment in artificial intelligence (AI) hardware equipment, coupled with the recovery in demand for cloud hardware applications, has significantly impacted commercial demand for servers and other related products.

Despite the global PC market's slight growth, the Company's diversified product and market strategy enabled its consumer board card business to significantly outperform the average. As for the commercial server business, both general-purpose servers and AI products saw substantial growth, which led to a clear increase in the Company's revenue and profit in 2024.

Financial and business performance

The Company's consolidated revenue of NT\$25.65 billion in 2024, which was an increase of 35.1% from NT\$18.99 billion in the same period of 2023. However, affected by the product line, the gross profit margin in 2024 dropped to 19.0%, which is a 1.2% decrease from the gross profit margin of 20.2% in 2023. Due to a growth in scale, in 2024, the consolidated net income after tax was NT\$1.29 billion, an increase of 40.2% from NT\$0.92 billion in 2023. The Consolidated Financial Information is shown in the table below:

Unit: NT\$ 100 million

Item	2024 (consolidated)		2023 (consolidated)	
	Amount	%	Amount	%
Revenue	256.5	100.0%	189.9	100.0%
Gross profit	48.7	19.0%	38.3	20.2%
Operating expenses	32.0	12.5%	26.8	14.1%
Operating income	16.7	6.5%	11.5	6.1%
Pre-tax profit	19.3	7.5%	12.2	6.4%
Net income (Owner of the parent company)	12.9	5.0%	9.2	4.9%
Earnings per share after taxation (NT\$)	10.54		7.54	

Note: No financial forecast was disclosed in 2024. Budget attainment is not applicable here.

Gravity of technological development and operation

The continuous advancement of AI technology has become an indispensable focus of technology development in the IT industry where new hardware and applications are being actively developed regardless of market demand for consumer PCs or commercial applications. With the booming cloud applications and edge computing, it is expected to significantly improve users' work efficiency. The Company focuses on the technology and continues to launch relevant new application products.

Moreover, the Company has been steadily and successfully developing several new consumer products focusing on e-sports in recent years. Besides continuing to anchor on this operational focus in the future, the rapid development of generative AI will help drive the growth of market demand applications for professional users, content creators, and other similar markets, the Company will actively develop relevant new products, and provide consumers with a full range of professional e-sports products, ensuring the distinctive and innovative brand value are deeply rooted in consumers for all fields.

The prospect

The diversified development on products/ brands/ markets is the focus of the Company's long-term operation and development and it looks to develop commercial and consumer products with steady growth. In addition new growth drivers the developments can reduce operational fluctuations caused by specific product lines. Although the global economy in 2025 is still negatively affected by geopolitical policies, new board card products will continue to be launched. This, along with the increasing demand for AI, is expected to drive sustained growth for board cards in both consumer and commercial markets. The Company will maintain a cautious but optimistic attitude and actively achieve growth in value for shareholders.

May I wish you all

Good health and good luck

ASRock Incorporation

Chairman Hsu-Tien, Tung

President Lung-Lun, Hsu

Accounting Officer Hui-Ju, Li

Independent Auditor's Report

To ASRock Incorporation:

Opinion

We have audited the accompanying balance sheets of ASRock Incorporation (the “Company”) as of December 31, 2024 and 2023, and the related statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2024 and 2023, and notes to the parent company only financial statements, including the summary of significant accounting policies (collectively “the parent company only financial statements”).

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

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the “Auditors’ Responsibilities for the Audit of the Financial Statements” section. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of Republic of China and we have fulfilled our other ethical responsibilities in accordance with these requirements. Based on our audit results and the audit reports of other accountants, we are convinced that we have acquired sufficient and appropriate audit evidence to serve as the basis of audit opinion.

Key Audit Matter

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 for the year ended December 31, 2024. Those matters are addressed in the context of our audit of the parent company only financial statements as a whole and in the forming of our opinion. We do not provide a separate opinion on those matters.

Investments accounted for using equity method - Inventory of Subsidiary

The net carrying value of inventory as of December 31, 2024 for the Company's investments accounted for using equity method - Inventory of Subsidiary was significant to the parent company only financial statements. The Group's main business, the sale of motherboard products, are affected by market demand and changes. The management measured allowance for inventory obsolescence valuation losses based on market demands. The valuation involved management's significant judgment, we have therefore determined valuation on inventory a key audit matter. The audit procedures we performed regarding inventories valuation included but not limited to, understanding the program of estimating the allowance for inventory valuation, testing the effectiveness of relevant control. For the raw material and products, we selected samples and checked related certificates, to confirm the correctness of net realizable value that management used. In addition, we obtained and reviewed the full-year purchase and sales details of raw materials and products. For raw materials that are not frequently used and products with low sales volume, we referred to industry information and management to discuss the reasonableness of allowance for inventory valuation and obsolescence losses. We also considered the appropriateness of disclosure of inventories in Notes V and VI of the Company's consolidated financial statements.

Revenue recognition

The main source of revenue was from the sales of motherboard. Due to diversified pricing strategy, the orders and implied item in contracts usually included quantity discount and warranty, therefore the Company should determine the performance obligation and the timing of revenue recognition. Consequently, we considered that revenue recognition from contracts with customers is key audit matter. For revenue recognition, we have conducted audit procedures including but not limited to evaluating the design and operating effectiveness of internal controls with respect to the revenue cycle, selecting representative samples to conduct test of transactions by inspecting contracts approved by both parties, identifying the performance obligation, evaluating whether the transaction price were appropriately allocated to all the performance obligations in the contract in proportion to the stand-alone selling prices of each performance obligation, and confirming the correctness of timing when a performance obligation is satisfied. We also considered the appropriation of operating revenue disclosure in Notes IV, V and VI of parent company only financial statements.

Other Matter - Making Reference to the Audits of Component Auditors

We did not audit the financial statements of certain invested associates accounted for using the equity method by the Company, which were audited by other independent auditors. Those financial statements were audited by other auditors, whose reports thereon have been furnished to us, and our opinions expressed herein are based solely on the audit reports of the other auditors. The investments accounted for using the equity method in these investee companies on December 31, 2024 and December 31, 2023 were \$1,811,804 thousand and \$255,269 thousand respectively, accounting for 13.08% and 2.10% of the total assets. For the years ended December 31, 2024 and 2023, the shares of profits and losses of subsidiaries, associates and joint ventures recognized using the equity method were \$9,528 thousand and \$132,322 thousand respectively, accounting for 0.68% and 12.37% of the profit before tax.

Responsibilities of Management and Those in Charge with Governance of the Financial Statements

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

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

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

Auditors' Responsibilities for auditing the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement due to fraud or error, and to issue an auditors' report that summarizes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that the auditing conducted in accordance with generally accepted auditing standards will always detect material misstatements. Misstatements can arise from fraud or error. Misstatements are considered material, whether individually or aggregately, if they can reasonably be expected to influence the economic decisions of financial statement users.

As part of an audit in accordance with the accounting principles generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also perform the following works:

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Company.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern of the Company. If we conclude that material uncertainties or conditions exist, in the auditors' report we are required to draw the users' attention to note the related disclosures in the financial statements, or modify our opinion if such disclosures are inappropriate. Our conclusions are based on the audit evidence obtained up to the date of the 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 contents of the financial statements including any related disclosures, and whether the financial statements have represented related transactions and events in an appropriate manner.
6. Obtained sufficient and appropriate audit evidence concerning the financial information of entities within the Group, to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2024 parent company only financial statements are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communications.

The engagement partners on the review resulting in this independent auditors' report are Chien-Ju, Yu and Hsuan-Hsuan, Wang.

Ernst & Young, Taiwan

March 4, 2025

Notice to Readers

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

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

ASROCK INCORPORATION
PARENT COMPANY ONLY BALANCE SHEETS
December 31, 2024 and 2023

Unit: thousands of NTD

Assets			December 31, 2024		December 31, 2023	
Code	Accounting items	Note	Amount	%	Amount	%
	Current assets					
1100	Cash and cash equivalents	IV and VI(I)	\$1,700,242	12	\$1,677,840	14
1136	Financial assets measured at amortized cost - current	IV, VI(III) and VI(XIV)	545,000	4	970,000	8
1170	Accounts receivable, net	IV, V, VI(IV) and VI(XIV)	721,139	5	577,828	5
1180	Accounts receivable - related parties, net	IV, V, VI(IV), VI(XIV) and VII	2,016,352	15	1,940,562	16
130x	Inventories, net	IV, V and VI(V)	1,265,318	10	1,389,644	12
1410	Prepayments	VII	31,950	-	30,347	-
1470	Other current assets	VII	181,163	1	34,045	-
11xx	Total current assets		<u>6,461,164</u>	<u>47</u>	<u>6,620,266</u>	<u>55</u>
	Non-current assets					
	Financial asset measured at fair value through other comprehensive income - non-current	IV and VI(II)	20,000	-	20,000	-
1517	Investments accounted for using equity method	IV and VI(VI)	7,085,666	51	5,163,315	43
1600	Property, plant and equipment	IV, VI(VII) and VII	106,310	1	165,147	1
1755	Right-of-use assets	IV and VI(XV)	29,404	-	45,993	-
1780	Intangible assets	IV and VI(VIII)	10,422	-	12,030	-
1840	Deferred tax assets	IV, V and VI(XIX)	109,337	1	111,899	1
1920	Guarantee deposits paid		17,115	-	17,155	-
1990	Other non-current assets		7,705	-	3,980	-
15xx	Total non-current assets		<u>7,385,959</u>	<u>53</u>	<u>5,539,519</u>	<u>45</u>
1xxx	Total assets		<u>\$13,847,123</u>	<u>100</u>	<u>\$12,159,785</u>	<u>100</u>

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

ASROCK INCORPORATION
PARENT COMPANY ONLY BALANCE SHEETS (CONTINUED)
December 31, 2024 and 2023

Unit: thousands of NTD

Liabilities and equity			December 31, 2024		December 31, 2023	
Code	Accounting items	Note	Amount	%	Amount	%
	Current liabilities					
2170	Accounts payable		\$170,386	1	\$64,644	1
2180	Accounts payable - related parties	VII	3,259,051	24	2,925,807	24
2200	Other payables	VI(IX) and VII	602,176	5	456,379	4
2230	Current tax liabilities	IV, V and VI(XIX)	67,666	-	239,771	2
2280	Lease liabilities - current	IV, VI(XV) and VI(XVII)	16,606	-	18,449	-
2300	Other current liabilities	VII	384,437	3	278,431	2
21xx	Total current liabilities		<u>4,500,322</u>	<u>33</u>	<u>3,983,481</u>	<u>33</u>
	Non-current liabilities					
2570	Deferred tax liabilities	IV, V and VI(XIX)	-	-	4,797	-
2580	Lease liabilities - non-current	IV, VI(XV) and VI(XVII)	13,325	-	27,997	-
2640	Net defined benefit liabilities - non-current	IV, V and VI(X)	17,353	-	20,606	-
2670	Other non-current liabilities- others		16,127	-	-	-
25xx	Total non-current liabilities		<u>46,805</u>	<u>-</u>	<u>53,400</u>	<u>-</u>
2xxx	Total liabilities		<u>4,547,127</u>	<u>33</u>	<u>4,036,881</u>	<u>33</u>
	Equity					
3100	Share capital					
3110	Ordinary share	VI(XI)	1,235,870	9	1,216,408	10
3200	Capital surplus	VI(XI) and VI(XII)	3,718,255	27	3,187,635	26
3300	Retained earnings					
3310	Legal reserve	VI(XI)	1,784,271	13	1,691,849	14
3320	Special reserve	VI(XI)	166,285	1	165,345	1
3350	Unappropriated retained earnings	VI(XI) and VI(XII)	2,397,053	17	2,028,400	17
	Total retained earnings		<u>4,347,609</u>	<u>31</u>	<u>3,885,594</u>	<u>32</u>
3400	Other equity interest	IV and VI(XII)	(1,668)	-	(166,682)	(1)
3500	Treasury stock	IV and VI(XI)	(70)	-	(51)	-
3xxx	Total equity		<u>9,299,996</u>	<u>67</u>	<u>8,122,904</u>	<u>67</u>
	Total liabilities and equity		<u>\$13,847,123</u>	<u>100</u>	<u>\$12,159,785</u>	<u>100</u>

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

ASROCK INCORPORATION
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
For the years ended December 31, 2024 and 2023

Unit: thousands of NTD

Code	Accounting items	Note	For the years ended December 31			
			2024		2023	
			Amount	%	Amount	%
4000	Operating revenues	IV, V, VI(XIII) and VII VI(V) and VII	\$14,314,080	100	\$14,344,522	100
5000	Operating costs		(12,314,892)	(86)	(12,509,349)	(87)
5900	Gross profit		1,999,188	14	1,835,173	13
5910	Unrealized sales profit		(237,604)	(2)	(298,998)	(2)
5920	Realized sales profit		298,998	2	403,549	2
5950	Net operating income		2,060,582	14	1,939,724	13
6000	Operating expenses	VI(VIII), VI(X), VI(XII), VI(XV), VI(XVI) and VII				
6100	Sales and marketing expenses		(507,385)	(4)	(418,407)	(3)
6200	General and administrative expenses		(263,433)	(1)	(177,690)	(1)
6300	Research and development expenses		(528,842)	(4)	(459,170)	(3)
6450	Expected Credit Losses		(1,495)	-	(3,177)	-
	Total operating expenses		(1,301,155)	(9)	(1,058,444)	(7)
6900	Net operating income		759,427	5	881,280	6
7000	Non-operating income and expenses	VI(XVII) and VII				
7100	Interest income		54,721	-	70,339	-
7010	Other income		14,211	-	19,267	-
7020	Other gains and losses		18,158	-	(65,834)	-
7050	Finance costs		(651)	-	(3,465)	-
7070	Share of profit or loss of subsidiaries, associates and joint ventures accounted for using equity method	IV and VI(VI)	547,854	4	168,219	1
	Total non-operating income and expenses		634,293	4	188,526	1
7900	Profit before tax		1,393,720	9	1,069,806	7
7950	Income tax expenses	IV, V and VI(XIX)	(104,945)	-	(150,765)	(1)
8000	Profit from continuing operations		1,288,775	9	919,041	6
8200	Net profit		1,288,775	9	919,041	6
8300	Other comprehensive income	IV, VI(IX) and VI(XVIII)				
8310	Items that will not be reclassified subsequently to profit or loss:					
8311	Remeasurements of defined benefit plans		4,050	-	(2,784)	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss		(810)	-	557	-
8360	Items that may be reclassified subsequently to profit or loss					
8380	Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss		324,820	2	(940)	-
	Other comprehensive income (after tax)		328,060	2	(3,167)	-
8500	Total comprehensive income		\$1,616,835	11	\$915,874	6
	Earnings per share (NT\$)	VI(XX)				
9750	Basic earnings per share					
9710	Profit from continuing operations		\$10.54		\$7.54	
9850	Diluted earnings per share	VI(XX)				
9810	Profit from continuing operations		\$10.49		\$7.52	

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

ASROCK INCORPORATION
PARENT COMPANY ONLY STATEMENTS OF CHANGE IN STOCKHOLDERS' EQUITY
For the years ended December 31, 2024 and 2023

Unit: thousands of NTD

	Item	Share capital	Capital surplus	Retained earnings			Other equity interest		Treasury stock	Total equity
				Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Deferred compensation cost		
Code		3100	3200	3310	3320	3350	3410	3491	3500	3XXX
A1	Balance as of January 1, 2023	\$1,219,930	\$3,252,907	\$1,582,928	\$581,757	\$1,772,619	\$(165,345)	\$(52,449)	\$(12)	\$8,192,335
	Appropriation and distribution of 2022 retained earnings									
B1	Legal reserve appropriated	-	-	108,921	-	(108,921)	-	-	-	-
B5	Cash dividends of ordinary share	-	-	-	-	(975,934)	-	-	-	(975,934)
B17	Special reserve reversed	-	-	-	(416,412)	416,412	-	-	-	-
D1	Net income for 2023	-	-	-	-	919,041	-	-	-	919,041
D3	Other comprehensive income for 2023	-	-	-	-	(2,227)	(940)	-	-	(3,167)
D5	Total comprehensive income for 2023	-	-	-	-	916,814	(940)	-	-	915,874
L3	Treasury stock cancelled	(3,522)	-	-	-	-	-	-	3,522	-
M7	Changes in subsidiaries' ownership	-	4,657	-	-	-	-	-	-	4,657
N1	Share-based payment transaction	-	(69,929)	-	-	7,410	-	52,052	(3,561)	(14,028)
Z1	Balance as of December 31, 2023	<u>\$1,216,408</u>	<u>\$3,187,635</u>	<u>\$1,691,849</u>	<u>\$165,345</u>	<u>\$2,028,400</u>	<u>\$(166,285)</u>	<u>\$(397)</u>	<u>\$(51)</u>	<u>\$8,122,904</u>
A1	Balance as of January 1, 2024	\$1,216,408	\$3,187,635	\$1,691,849	\$165,345	\$2,028,400	\$(166,285)	\$(397)	\$(51)	\$8,122,904
	Appropriation and distribution of 2023 retained earnings									
B1	Legal reserve appropriated	-	-	92,422	-	(92,422)	-	-	-	-
B3	Special reserve appropriated	-	-	-	940	(940)	-	-	-	-
B5	Cash dividends of ordinary share	-	-	-	-	(839,286)	-	-	-	(839,286)
D1	Net income for 2024	-	-	-	-	1,288,775	-	-	-	1,288,775
D3	Other comprehensive income for 2024	-	-	-	-	3,240	324,820	-	-	328,060
D5	Total comprehensive income for 2024	-	-	-	-	1,292,015	324,820	-	-	1,616,835
L3	Treasury stock cancelled	(3,471)	-	-	-	-	-	-	3,471	-
M5	Difference between consideration and carrying amount of subsidiaries acquired or disposed	-	321,475	-	-	-	-	-	-	321,475
M7	Changes in subsidiaries' ownership	-	(33,815)	-	-	-	-	-	-	(33,815)
N1	Expiration of restricted shares of stock issued to employees	-	157	-	-	205	-	-	(3,490)	(3,128)
N1	Share-based payment transaction	22,933	242,803	-	-	9,081	-	(159,806)	-	115,011
Z1	Balance as of December 31, 2024	<u>\$1,235,870</u>	<u>\$3,718,255</u>	<u>\$1,784,271</u>	<u>\$166,285</u>	<u>\$2,397,053</u>	<u>\$158,535</u>	<u>\$(160,203)</u>	<u>\$(70)</u>	<u>\$9,299,996</u>

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

ASROCK INCORPORATION
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
For the years ended December 31, 2024 and 2023

Unit: thousands of NTD

Code	Item	For the years ended December 31	
		2024	2023
AAAA	Cash flows from operating activities:		
A10000	Profit before tax	\$1,393,720	\$1,069,806
A20000	Adjustments:		
A20010	Adjustments to reconcile profit (loss):		
A20100	Depreciation expense	103,254	104,521
A20200	Amortization expense	5,398	3,317
A20300	Expected credit losses	1,495	3,177
A20900	Interest expenses	651	3,465
A21200	Interest income	(54,721)	(70,339)
A21900	Compensation cost arising from employee stock options	115,011	(10,853)
A22400	Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	(547,854)	(168,219)
A22500	Loss on disposal and scrapping of property, plant and equipment	-	3,994
A22600	Property, plant and equipment reclassified to expenses	-	1
A23900	Unrealized sales profit	237,604	298,998
A24000	Realized sales profit	(298,998)	(403,549)
A30000	Changes in operating assets and liabilities:		
A31150	Increase in accounts receivable	(144,806)	(170,911)
A31160	(Increase) decrease in accounts receivable - related parties	(75,790)	303,197
A31200	Decrease (increase) in inventories	124,326	(292,251)
A31230	(Increase) Decrease in prepayments	(1,603)	9,792
A31240	(Increase) Decrease in other current assets	(149,761)	153,085
A32150	Increase in accounts payable	105,742	8,416
A32160	Increase in accounts payables-related parties	333,244	1,939,327
A32180	Increase in other payables	145,797	39,855
A32230	Increase (decrease) in other current liabilities	106,006	(383,942)
A32240	Increase in net defined benefit liabilities	797	775
A32250	Increase in other non-current liabilities	16,127	-
A33000	Cash inflows from operations	1,415,639	2,441,662
A33500	Income taxes paid	(280,095)	(184,979)
AAAA	Net cash inflow from operation activities	1,135,544	2,256,683
BBBB	Cash flows from investing activities:		
B00010	Acquisition of financial assets measured at fair value through other comprehensive income	-	(20,000)
B00040	Acquisition of financial assets measured at amortized cost	-	(880,000)
B00050	Proceed from disposal of financial assets measured at amortized cost	425,000	-
B01800	Investments accounted for using equity method	(1,149,120)	-
B01900	Disposal of investments accounted for using equity method	351,229	-
B02700	Acquisition of property, plant and equipment	(24,947)	(9,308)
B03700	Increase in guarantee deposits paid	-	(181)
B03800	Decrease in guarantee deposits paid	40	-
B04500	Acquisition of intangible assets	(3,790)	(13,042)
B06700	Increase in other non-current assets	(3,725)	(3,980)
B07500	Interest received	57,364	63,754
B07600	Dividends received	97,268	153,466
BBBB	Net cash flows from investing activities	(250,681)	(709,291)
CCCC	Cash flows from financing activities:		
C00200	Decrease in short-term loans	-	(625,000)
C04020	Repayment of lease principal	(20,047)	(20,257)
C04500	Cash dividends paid out	(839,286)	(975,934)
C05600	Interest paid	-	(2,675)
C09900	Other	(3,128)	(3,175)
CCCC	Net cash used in financing activities	(862,461)	(1,627,041)
EEEE	Net increase (decrease) in cash and cash equivalents	22,402	(79,649)
E00100	Cash and cash equivalents, beginning of the period	1,677,840	1,757,489
E00200	Cash and cash equivalents, end of the period	\$1,700,242	\$1,677,840

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

Representation letter

The entities that are required to be included in the combined financial statements ASRock Inc. as of and for the year ended December 31, 2024 under the Criteria Governing the Preparation of Affiliation Reports, Consolidated Business Reports, and Consolidated Financial Statements of Affiliated Enterprises are the same as those included in the consolidated financial statements prepared in conformity with International Financial Reporting Standards No.10. In addition, the information required to be disclosed in the combined financial statements is included in the consolidated financial statements. Consequently, ASRock Inc. and its Subsidiaries do not prepare a separate set of combined financial statements.

Company name: ASRock Incorporation

Chairman: Hsu-Tien, Tung

March 4, 2025

Independent Auditor's Report

To ASRock Incorporation:

Opinion

We have audited the accompanying consolidated balance sheets of ASRock Incorporation (the "Company") and its subsidiaries (collectively the "Group") as of December 31, 2024 and 2023, the related consolidated statements of comprehensive income, consolidated statements of changes in stockholders' equity and consolidated statements of cash flows for the years ended December 31, 2024 and 2023, and notes to the consolidated financial statements, including the summary of significant accounting policies.

In our opinion, based on our audits and the reports of other auditors (please refer to the Other Matter), the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and its financial performance and cash flows for the years ended December 31, 2024 and 2023, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements 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.

Inventory valuation

The net carrying value of inventory as of December 31, 2024 for ASRock Incorporation and its subsidiaries amounted to \$9,989,461 thousand, which accounted for 51% of total assets and was significant to the consolidated financial statements. The Group's main business, the sale of motherboard products, are affected by market demand and changes. The management measured allowance for inventory obsolescence valuation losses based on market demands. The valuation involved management's significant judgment, we have therefore determined valuation on inventory a key audit matter. The audit procedures we performed regarding inventories valuation included but not limited to, understanding the program of estimating the allowance for inventory valuation, testing the effectiveness of relevant control. For the raw material and products, we selected samples and checked related certificates, to confirm the correctness of net realizable value that management used. In addition, we obtained and reviewed the full-year purchase and sales details of raw materials and products. For raw materials that are not frequently used and products with low sales volume, we referred to industry information and management to discuss the reasonableness of allowance for inventory valuation and obsolescence losses. We also considered the appropriateness of disclosure of inventories in Notes V and VI of the Group's consolidated financial statements.

Revenue recognition

The main source of revenue was from the sales of motherboard. Due to diversified pricing strategy, the orders and implied item in contracts usually included quantity discount and warranty, therefore the Group should determine the performance obligation and the timing of revenue recognition. Consequently, we considered that revenue recognition from contracts with customers is key audit matter. For revenue recognition, we have conducted audit procedures including but not limited to evaluating the design and operating effectiveness of internal controls with respect to the revenue cycle, selecting representative samples to conduct test of transactions by inspecting contracts approved by both parties, identifying the performance obligation, evaluating whether the transaction price were appropriately allocated to all the performance obligations in the contract in proportion to the stand-alone selling prices of each performance obligation, and confirming the correctness of timing when a performance obligation is satisfied. We also considered the appropriation of operating revenue disclosure

in Notes IV, V and VI of consolidated financial statements.

Other Matter - Making Reference to the Audits of Component Auditors

We did not audit the financial statements of invested associates accounted for using the equity method by the Group, which were audited by other independent auditors. Those financial statements were audited by other auditors, whose reports thereon have been furnished to us, and our opinions expressed herein are based solely on the audit reports of the other auditors. The investment in the subsidiary accounted for using the equity method amounted to \$2,316,435 thousand and \$1,834,048 thousand, representing 11.80% and 12.76% of total assets as of December 31, 2024 and 2023. The related shares of the operation income to \$4,400,627 thousand and \$5,124,647 thousand, representing 17.15% and 26.98% of the operation income of other comprehensive income as of December 31, 2024 and 2023.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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 due to fraud or error, and to issue an auditors' report that summarizes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that the auditing conducted in accordance with the Standards on Auditing of the Republic of China will always detect material misstatements. Misstatements can arise from fraud or error. Misstatements are considered material, if individually or aggregately, they can reasonably be expected to influence the economic decisions of financial statement users.

As part of an audit in accordance with the accounting principles generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also perform the following works:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Company and its subsidiaries.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern of the Company and its subsidiaries. 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 auditors' report. However, future events or conditions may cause the Company and its subsidiaries 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 concerning the financial information of entities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group's 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 related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2024 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communications.

Other

We have audited and expressed an unqualified opinion including Other Matter Paragraph on the parent company only financial statements of the Company for the years ended December 31, 2024 and 2023.

The engagement partners on the review resulting in this independent auditors' report are Chien-Ju, Yu and Hsuan-Hsuan, Wang.

Ernst & Young, Taiwan

March 4, 2025

Notice to Readers

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

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

ASROCK INCORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
December 31, 2024 and 2023

Unit: thousands of NTD

Assets			December 31, 2024		December 31, 2023	
Code	Accounting items	Note	Amount	%	Amount	%
	Current assets					
1100	Cash and cash equivalents	IV and VI(I)	\$3,581,001	18	\$3,046,270	21
1136	Financial assets measured at amortized cost - current	IV, VI(III) and VI(XIV)	1,175,000	6	1,874,659	13
1170	Accounts receivable, net	IV, VI(IV) and VI(XIV)	2,470,240	13	1,925,911	14
1180	Accounts receivable - related parties, net	IV, VI(IV), VI(XIV) and VII	6,620	-	24,176	-
130x	Inventories, net	IV and VI(V)	9,989,461	51	6,376,125	44
1470	Other current assets	VII	452,174	2	305,384	2
11xx	Total current assets		<u>17,674,496</u>	<u>90</u>	<u>13,552,525</u>	<u>94</u>
1517	Financial asset measured at fair value through other comprehensive income - non-current	IV and VI(II)	20,000	-	20,000	-
1535	Financial assets measured at amortized cost - non-current	IV, VI(III), VI(XIV) and VIII	3,955	-	2,937	-
1600	Property, plant and equipment	IV and VI(VI)	1,476,595	8	351,146	3
1755	Right-of-use assets	IV and VI(XV)	113,766	1	141,144	1
1780	Intangible assets	IV, VI(VII) and VII	30,440	-	24,930	-
1840	Deferred tax assets	IV, V and VI(XIX)	235,228	1	232,773	2
1920	Guarantee deposits paid		28,460	-	26,961	-
1990	Other non-current assets		54,445	-	22,908	-
15xx	Total non-current assets		<u>1,962,889</u>	<u>10</u>	<u>822,799</u>	<u>6</u>
1xxx	Total assets		<u><u>\$19,637,385</u></u>	<u><u>100</u></u>	<u><u>\$14,375,324</u></u>	<u><u>100</u></u>

(The accompanying notes are an integral part of the consolidated financial statements)

ASROCK INCORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS (CONTINUED)
December 31, 2024 and 2023

Unit: thousands of NTD

Liabilities and equity			December 31, 2024		December 31, 2023	
Code	Accounting items	Note	Amount	%	Amount	%
	Current liabilities					
2100	Short-term loans	VI(IX)	\$361,346	2	\$-	-
2170	Accounts payable		6,030,638	31	3,214,973	22
2180	Accounts payable - related parties	VII	-	-	348	-
2200	Other payables	VI(VIII) and VII	1,930,366	10	1,408,608	10
2230	Current tax liabilities	IV, V and VI(XIX)	278,690	2	342,752	2
2280	Lease liabilities - current	IV, VI(XV) and VI(XVII)	61,859	-	60,125	-
2300	Other current liabilities	VII	524,934	3	353,569	3
21xx	Total current liabilities		<u>9,187,833</u>	<u>48</u>	<u>5,380,375</u>	<u>37</u>
	Non-current liabilities					
2570	Deferred tax liabilities	IV, V and VI(XIX)	160	-	7,852	-
2580	Lease liabilities - non-current	IV, VI(XV) and VI(XVII)	54,269	-	81,988	1
2640	Net defined benefit liabilities - non-current	IV, V and VI(X)	17,353	-	20,606	-
2670	Other non-current liabilities- others		16,128	-	1,379	-
25xx	Total non-current liabilities		<u>87,910</u>	<u>-</u>	<u>111,825</u>	<u>1</u>
2xxx	Total liabilities		<u>9,275,743</u>	<u>48</u>	<u>5,492,200</u>	<u>38</u>
31xx	Equity attributable to owners of the parent company					
3100	Share capital					
3110	Ordinary share	VI(XI)	1,235,870	6	1,216,408	9
3200	Capital surplus	VI(XI), VI(XII) and VI(XXI)	3,718,255	19	3,187,635	22
3300	Retained earnings					
3310	Legal reserve	VI(XI)	1,784,271	9	1,691,849	12
3320	Special reserve	VI(XI)	166,285	1	165,345	1
3350	Unappropriated retained earnings	VI(XI) and VI(XII)	2,397,053	12	2,028,400	14
	Total retained earnings		<u>4,347,609</u>	<u>22</u>	<u>3,885,594</u>	<u>27</u>
3400	Other equity interest	IV	(1,668)	-	(166,682)	(1)
3500	Treasury stock	IV and VI(XI)	(70)	-	(51)	-
36xx	Non-controlling interests	VI(XI) and VI(XXI)	1,061,646	5	760,220	5
3xxx	Total equity		<u>10,361,642</u>	<u>52</u>	<u>8,883,124</u>	<u>62</u>
	Total liabilities and equity		<u>\$19,637,385</u>	<u>100</u>	<u>\$14,375,324</u>	<u>100</u>

(The accompanying notes are an integral part of the consolidated financial statements)

ASROCK INCORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the years ended December 31, 2024 and 2023

Unit: thousands of NTD

Code	Accounting items	Note	For the years ended December 31			
			2024		2023	
			Amount	%	Amount	%
4000	Operating revenues	IV, V, VI(XIII) and VII	\$25,653,837	100	\$18,991,845	100
5000	Operating costs		(20,781,961)	(81)	(15,162,327)	(80)
5900	Gross profit		<u>4,871,876</u>	<u>19</u>	<u>3,829,518</u>	<u>20</u>
6000	Operating expenses	VI(VI), VI(X), VI(XII), VI(XV), VI(XVI) and VII				
6100	Sales and marketing expenses		(1,031,829)	(4)	(902,760)	(5)
6200	General and administrative expenses		(588,790)	(2)	(440,476)	(2)
6300	Research and development expenses		(1,570,897)	(6)	(1,323,891)	(7)
6450	Expected credit losses		(8,013)	-	(15,220)	-
	Total operating expenses		<u>(3,199,529)</u>	<u>(12)</u>	<u>(2,682,347)</u>	<u>(14)</u>
6900	Net operating income		<u>1,672,347</u>	<u>7</u>	<u>1,147,171</u>	<u>6</u>
7000	Non-operating income and expenses	VI(XVII) and VII				
7100	Interest income		146,443	1	126,769	-
7010	Other income		61,507	-	43,608	-
7020	Other gains and losses		62,314	-	(94,274)	-
7050	Finance costs		(4,762)	-	(5,369)	-
	Total non-operating income and expenses		<u>265,502</u>	<u>1</u>	<u>70,734</u>	<u>-</u>
7900	Profit before tax		1,937,849	8	1,217,905	6
7950	Income tax expenses	IV, V and VI(XIX)	(357,121)	(1)	(240,351)	(1)
8200	Net profit		<u>1,580,728</u>	<u>7</u>	<u>977,554</u>	<u>5</u>
8300	Other comprehensive income	IV and VI(XVIII)				
8310	Items that will not be reclassified subsequently to profit or loss:					
8311	Remeasurements of defined benefit plans		4,050	-	(2,784)	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss		(810)	-	557	-
8360	Items that may be reclassified subsequently to profit or loss					
8361	Exchange differences on translation of foreign financial statements		324,914	1	(940)	-
	Other comprehensive income (after tax)		<u>328,154</u>	<u>1</u>	<u>(3,167)</u>	<u>-</u>
8500	Total comprehensive income		<u>\$1,908,882</u>	<u>8</u>	<u>\$974,387</u>	<u>5</u>
8600	Profit attributable to:					
8610	Owners of the parent company		\$1,288,775		\$919,041	
8620	Non-controlling interests		291,953		58,513	
			<u>\$1,580,728</u>		<u>\$977,554</u>	
8700	Comprehensive income attributable to:					
8710	Owners of the parent company		\$1,616,835		\$915,874	
8720	Non-controlling interests		292,047		58,513	
			<u>\$1,908,882</u>		<u>\$974,387</u>	
	Earnings per share (NT\$)	VI(XX)				
9750	Basic earnings per share					
9710	Profit from continuing operations		<u>\$10.54</u>		<u>\$7.54</u>	
9850	Diluted earnings per share					
9810	Profit from continuing operations		<u>\$10.49</u>		<u>\$7.52</u>	

(The accompanying notes are an integral part of the consolidated financial statements)

ASROCK INCORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGE IN STOCKHOLDERS' EQUITY
For the years ended December 31, 2024 and 2023

Unit: thousands of NTD

Item		Equity attributable to owners of the parent company									Unit: thousands of RMB	
		Share capital	Capital surplus	Retained earnings			Other equity interest		Treasury stock	Total equity attributable to owners of the parent company	Non-controlling interests	Total equity
				Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Deferred compensation cost				
Code		3100	3200	3310	3320	3350	3410	3491	3500	31XX	36XX	3XXX
A1	Balance as of January 1, 2023	\$1,219,930	\$3,252,907	\$1,582,928	\$581,757	\$1,772,619	\$(165,345)	\$(52,449)	\$(12)	\$8,192,335	\$701,592	\$8,893,927
	Appropriation and distribution of 2022 retained earnings											
B1	Legal reserve appropriated	-	-	108,921	-	(108,921)	-	-	-	-	-	-
B5	Cash dividends of ordinary share	-	-	-	-	(975,934)	-	-	-	(975,934)	-	(975,934)
B17	Special reserve reversed	-	-	-	(416,412)	416,412	-	-	-	-	-	-
D1	Net income for 2023	-	-	-	-	919,041	-	-	-	919,041	58,513	977,554
D3	Other comprehensive income for 2023	-	-	-	-	(2,227)	(940)	-	-	(3,167)	-	(3,167)
D5	Total comprehensive income for 2023	-	-	-	-	916,814	(940)	-	-	915,874	58,513	974,387
L3	Treasury stock cancelled	(3,522)	-	-	-	-	-	-	3,522	-	-	-
M7	Changes in subsidiaries' ownership	-	4,657	-	-	-	-	-	-	4,657	(4,657)	-
N1	Share-based payment transaction	-	(69,929)	-	-	7,410	-	52,052	(3,561)	(14,028)	18,356	4,328
O1	Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	(13,584)	(13,584)
Z1	Balance as of December 31, 2023	<u>\$1,216,408</u>	<u>\$3,187,635</u>	<u>\$1,691,849</u>	<u>\$165,345</u>	<u>\$2,028,400</u>	<u>\$(166,285)</u>	<u>\$(397)</u>	<u>\$(51)</u>	<u>\$8,122,904</u>	<u>\$760,220</u>	<u>\$8,883,124</u>
A1	Balance as of January 1, 2024	\$1,216,408	\$3,187,635	\$1,691,849	\$165,345	\$2,028,400	\$(166,285)	\$(397)	\$(51)	\$8,122,904	\$760,220	\$8,883,124
	Appropriation and distribution of 2023 retained earnings											
B1	Legal reserve appropriated	-	-	92,422	-	(92,422)	-	-	-	-	-	-
B3	Special reserve appropriated	-	-	-	940	(940)	-	-	-	-	-	-
B5	Cash dividends of ordinary share	-	-	-	-	(839,286)	-	-	-	(839,286)	-	(839,286)
D1	Net income for 2024	-	-	-	-	1,288,775	-	-	-	1,288,775	291,953	1,580,728
D3	Other comprehensive income for 2024	-	-	-	-	3,240	324,820	-	-	328,060	94	328,154
D5	Total comprehensive income for 2024	-	-	-	-	1,292,015	324,820	-	-	1,616,835	292,047	1,908,882
L3	Treasury stock cancelled	(3,471)	-	-	-	-	-	-	3,471	-	-	-
M5	Difference between consideration and carrying amount of subsidiaries acquired or disposed	-	321,475	-	-	-	-	-	-	321,475	-	321,475
M7	Changes in subsidiaries' ownership	-	(33,815)	-	-	-	-	-	-	(33,815)	33,815	-
N1	Expiration of restricted shares of stock issued to employees	-	157	-	-	205	-	-	(3,490)	(3,128)	-	(3,128)
N1	Share-based payment transaction	22,933	242,803	-	-	9,081	-	(159,806)	-	115,011	10,713	125,724
O1	Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	(35,149)	(35,149)
Z1	Balance as of December 31, 2024	<u>\$1,235,870</u>	<u>\$3,718,255</u>	<u>\$1,784,271</u>	<u>\$166,285</u>	<u>\$2,397,053</u>	<u>\$158,535</u>	<u>\$(160,203)</u>	<u>\$(70)</u>	<u>\$9,299,996</u>	<u>\$1,061,646</u>	<u>\$10,361,642</u>

(The accompanying notes are an integral part of the consolidated financial statements)

ASROCK INCORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the years ended December 31, 2024 and 2023

Unit: thousands of NTD

Code	Item	For the years ended December 31	
		2024	2023
AAAA	Cash flows from operating activities:		
A10000	Profit before tax	\$1,937,849	\$1,217,905
A20000	Adjustments:		
A20010	Adjustments to reconcile profit (loss):		
A20100	Depreciation expense	180,321	178,668
A20200	Amortization expense	14,287	12,540
A20300	Expected credit losses	8,013	15,220
A20900	Interest expenses	4,762	5,369
A21200	Interest income	(146,443)	(126,769)
A21900	Compensation cost arising from employee stock options	125,724	7,503
A22500	Loss (gain) on disposal and scrapping of property, plant and equipment	(220)	4,677
A22600	Property, plant and equipment reclassified to expenses	-	5
A30000	Changes in operating assets and liabilities:		
A31150	Increase in accounts receivable	(554,070)	(334,467)
A31160	Decrease in account receivable - related parties	17,556	2,235
A31200	(Increase) Decrease in inventories	(3,613,336)	1,635,490
A31240	(Increase) Decrease in other current assets	(170,635)	135,241
A32150	Increase in accounts payable	2,815,665	280,855
A32160	Decrease in accounts receivable - related parties	(348)	(68,309)
A32180	Increase in other payables	521,758	115,796
A32230	Increase (decrease) in other current liabilities	171,365	(89,625)
A32240	Increase in net defined benefit liabilities	797	775
A32250	Increase in other non-current liabilities	14,749	263
A33000	Cash inflows from operations	1,327,794	2,993,372
A33500	Income taxes paid	(405,364)	(357,075)
AAAA	Net cash inflow from operation activities	922,430	2,636,297
BBBB	Cash flows from investing activities:		
B00010	Acquisition of financial assets measured at fair value through other comprehensive income	-	(20,000)
B00040	Acquisition of financial assets measured at amortized cost	-	(1,536,014)
B00050	Proceed from disposal of financial assets measured at amortized cost	700,022	-
B02700	Acquisition of property, plant and equipment	(1,197,388)	(16,395)
B02800	Disposal of property, plant and equipment	911	162
B03700	Increase in guarantee deposits paid	(1,499)	(100)
B04500	Acquisition of intangible assets	(19,797)	(30,056)
B06700	Increase in other non-current assets	(38,698)	(10,834)
B07500	Interest received	149,824	116,141
BBBB	Net cash flows from investing activities	(406,625)	(1,497,096)
CCCC	Cash flows from financing activities:		
C00100	Increase in short-term loans	361,346	-
C00200	Decrease in short-term loans	-	(625,000)
C04020	Repayment of lease principal	(68,234)	(59,566)
C04500	Cash dividends paid out	(904,190)	(1,080,596)
C05500	Disposal of subsidiary shares (without losing control)	321,475	-
C05600	Interest paid	(1,797)	(2,675)
C05800	Changes in non-controlling interests	29,755	91,078
C09900	Other	(3,128)	(3,175)
CCCC	Net cash used in financing activities	(264,773)	(1,679,934)
DDDD	Effect of exchange rate fluctuations on cash and cash equivalents	283,699	(1,126)
EEEE	Net increase (decrease) in cash and cash equivalents	534,731	(541,859)
E00100	Cash and cash equivalents, beginning of the period	3,046,270	3,588,129
E00200	Cash and cash equivalents, end of the period	\$3,581,001	\$3,046,270

(The accompanying notes are an integral part of the consolidated financial statements)

2. Auditing Committee's Review Report on the 2024 Financial Statements

ASRock Incorporation Auditing Committee Review Report

This is to approve

The Board has prepared the Business Reports, Financial Statements and other related documents. The Financial Statements have been audited by Ernst & Young, Certified Public Accountants, who have completed their audit and issued an audit report. These documents have been reviewed by the Audit Committee, which found no discrepancies. We hereby present this report pursuant to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

To

ASRock General Meeting of Shareholders

Convener of Auditing Committee: Yen-Hsuen, Su

Mar. 4, 2025

3. 2024 Employees' and Directors' Remuneration Report

- Description:
1. According to Article 24 of the Articles of Incorporation of ASRock, the Company shall appropriate for covering loss carried forward from its earnings of the year (the EBT before deduction of remuneration to the employees and the Directors), followed by the appropriation of at least 5% as remuneration to the employees and no more than 1% as remuneration to the Directors from the remainder, if there is still a balance.
 2. The remuneration to the employees and the Directors in 2024 under the Articles of Incorporation of ASRock is shown below:
 - (1) Remuneration to employees: NT\$115,751,639
 - (2) Remuneration to Directors: NT\$11,575,164
 - (3) The aforementioned amount will be paid in cash in whole, which is relevant with the amount of expense presented for recognition in 2024.

4. 2024 Earnings Distribution Report for Cash Dividend

- Description:
1. According to Article 24-1 of the Articles of Incorporation of ASRock, the Board is authorized to pay cash dividends to the shareholders amounting to NT\$654,942,884 at NT\$5.3/share.
 2. The dividend will be paid in cash in the proportion of shareholding rounded to the nearest NT Dollar. The fraction falling below NT\$1 will be recognized as other incomes of the Company. The Board shall set the dividend day and handle related matters.
 3. In the event of a change in the quantity of the outstanding shares of the Company in the future, to the effect that the ratio of dividend payment to the shareholders shall be subject to adjustment, the Board is expected to have full discretion in adjusting within the aforementioned amount for dividend payment.

[Proposals Items]

Motion no. 1: (Proposed by the Board)

Cause of motion: The 2024 financial statements of ASRock presented for recognition.

Description: The 2024 financial statements and consolidated financial statements have been audited by Yu, Chien-Ju and Wang, Hsuan-Hsuan, CPAs of Ernst & Young, which have been referred to the Auditing Committee together with the 2024 Business Report for review. The Business Report, Auditor's Report, and the aforementioned financial statements were presented for your reference. The detail is exhibited on page 7 to 29.

Resolution:

Motion no. 2: (Proposed by the Board)

Cause of motion: The 2024 distribution of earnings of ASRock presented for recognition.

Description:

1. The Company had a net income of NT\$1,288,774,218 in 2024 and plans to pay out to shareholders in accordance with the Articles of Incorporation.
2. The proposal for distribution of earnings in 2024. (Please refer to page 35 of Appendix I of This Handbook)

Resolution:

[Discussion Items]

Motion no. 1: [Proposed by the Board]

Cause of motion: Amendment to the “Articles of Incorporation” of ASRock presented for decision.

Description: Added in accordance with Article 14 of the “Securities and Exchange Act”, a company shall specify in its articles of incorporation that a certain percentage of its annual earnings shall be allocated for salary adjustments or compensation distributions for its non-executive employees. The mapping of the clauses before and after the amendment is attached. (Please refer to page 36 to 41 of Appendix II and III of This Handbook)

Resolution:

Motion no. 2: [Proposed by the Board]

Cause of motion: Amendment to the “Procedures for Lending Funds and Endorsement & Guarantee” of ASRock presented for decision.

Description: Amendment to the “Procedures for Lending Funds and Endorsement & Guarantee” is for the need of applicable laws and operation of the Company. The mapping of the clauses before and after the amendment is attached. (Please refer to page 42 to 52 of Appendix IV and V of This Handbook.)

Resolution:

[Extemporary Motions]

III. Appendix

Appendix I: Proposal for Distribution of Earnings 2024

ASRock Incorporation Proposal for Distribution of Earnings 2024

Unit: NT\$

Title	Amount	Remark
Undistributed earnings at the beginning of the period	\$1,095,751,796	
Earnings in 2024 available for distribution:		
Net income in 2024	1,288,774,218	
Add (less): Changes in the remeasurement of the defined benefit plan	3,240,246	
Labor cost of employee restricted shares	9,286,209	
Items for recognition:		
Appropriation of legal reserve	(130,130,067)	
Reversal of special reserve	166,284,559	
Subtotal of earnings in 2024 available for distribution	1,337,455,165	
Items for distribution:		
Shareholder dividend - cash	(654,942,884)	NT\$5.30/share
Undistributed earnings at the end of the period	1,778,264,077	

Note: the earnings in 2024 available for distribution will be allocated for distribution of shareholder dividend in the first place (the balance of the appropriation of net income for legal reserve, a reversal of special reserve and adjustment of undistributed earnings of the year), the undistributed earnings at the beginning of the period will be allocated to cover the amount short, where applicable.

The year of cash dividend payment:

Year of earnings	Amount
2024	654,942,884
1998 - 2023	-
Total	654,942,884

Chairman: Hsu-Tien, Tung

President: Lung-Lun, Hsu

Accounting Officer: Hui-Ju, Li

Appendix II: The mapping of the clauses of “Articles of Incorporation” before and after amendment

Before The Revision	After The Revision	Explanation
<p>Article 24 :</p> <p>If the Company has earnings of the year after account settlement, appropriate for the remuneration to the employees and the Directors specified as follows. If there is loss carried forward, the Company shall appropriate its earnings for covering loss carried forward. <u>I. At least 5% as remuneration to the employees in cash or stock. If payment is made in stock, employees of subsidiaries meeting specific conditions shall also be entitled to the payment. The Board shall set forth the condition for entitlement.</u> II. No more than 1% as remuneration to the Directors. Earnings as previously mentioned, shall be the earnings before taxation and deduction of remuneration to the employees and the Directors. The remuneration to the employees and the Directors shall be reported to the General Meeting of Shareholders. The employees of the Company entitled to the remuneration to the employees, the issuance of restricted shares, the issuance of ESO, and subscription of new shares and takeover the assigned shares shall also include the employees of the controlled entities or subsidiaries of the Company meeting the conditions set forth by the Board.</p>	<p>Article 24:</p> <p>If the Company posts a profit for a fiscal year, employee remuneration and director remuneration shall be distributed as follows. However, if the Company still has accumulated losses, the amount of losses to be offset shall be reserved in advance from the profit before distribution: <u>I. Employee remuneration shall not be less than 5%, of which not less than 1% shall be allocated for the remuneration of entry-level employees. Employee remuneration may be paid in cash or shares. When distributing employee remuneration in shares, qualified employees of subsidiaries may be included. The criteria shall be determined by the board of directors.</u> II. No more than 1% as remuneration to the Directors. Earnings as previously mentioned, shall be the earnings before taxation and deduction of remuneration to the employees and the Directors. The remuneration to the employees and the Directors shall be reported to the General Meeting of Shareholders.</p>	<p>The amended Article 14 of the Securities and Exchange Act was passed at the 22nd meeting of the 1st session of the 11th Legislative Yuan on July 16, 2024. The content of the amendment is to add that a company shall specify in its articles of incorporation that a certain percentage of annual profits shall be allocated for salary adjustment or remuneration distribution for entry-level employees . However, if the company still has accumulated losses, they shall be offset; the amount of salary adjustments or remuneration distribution may be deducted from the current year's profit-seeking enterprise income.</p> <p>It is to cooperate with the competent authority's encouragement to TWSE/TPEX-listed companies to allocate a certain percentage of annual profits for salary adjustment or remuneration distribution for entry-level employees. However, if the company still has accumulated losses, they should still be offset to ensure proper corporate governance, and to effectively</p>

Before The Revision	After The Revision	Explanation
		supervise TWSE/TPEX-listed companies to implement the social responsibility of caring for employees. Therefore, Article 24 is amended in accordance with the provision.
Article 26: This set of regulations was approved on May 6, 2002. (omitted) The 16th amendment of the regulations of Procedure of the Board of Directors Meetings was made on May 25, 2022.	Article 26: This set of regulations was approved on May 6, 2002. (omitted) The 16th amendment of the regulations of Procedure of the Board of Directors Meetings was made on May 25, 2022. <u>The 17th amendment of the regulations of Procedure of the Board of Directors Meetings was made on May 28, 2025.</u>	Adding the date of amendment of this instance.

Appendix III: Articles of Incorporation

ASRock Incorporation

Articles of Incorporation

Chapter I General Provision

- Article 1: The Company is duly incorporated in accordance with the Company Act and bears the title of ASROCK Incorporation.
- Article 2: The Company is engaged in the following business:
- (1) CC01110 Computer and Peripheral Equipment Manufacturing
 - (2) F113050 Wholesale of Computers and Clerical Machinery Equipment
 - (3) F118010 Wholesale of Computer Software
 - (4) F213030 Retail Sale of Computers and Clerical Machinery Equipment
 - (5) F401021 Restrained Telecom Radio Frequency Equipments and Materials Import
 - (6) I301010 Information Software Services
 - (7) ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3: The Company may act as guarantor for a third party as dictated by business.
- Article 4: The Company may make a direct investment in excess of 40% of the paid-in capital to be executed by the Board under authorization.
- Article 5: The Company is headquartered in Taipei and may establish branches at appropriate locations at home and overseas at the resolution of the Board where necessary.
- Article 6: The Company shall make announcements in accordance with Article 28 of the Company Act.

Chapter II Equity Shares

- Article 7: The Company has stated capital of NT\$1,500,000,000 equally split into 150,000,000 shares at NT\$10/shares. The Board is authorized to offer the shares in tranches of which NT\$40,000,000 equally split into 4,000,000 shares at NT\$10/share will be reserved for the issuance of Employee Stock Options (ESO).
- Article 8: The Company shall issue stocks pursuant to Article 161-1 of the Company Act.
- Article 9: Transfer of shares shall be prohibited in the period of 60 days prior to a scheduled date of the General Meeting of Shareholders and in the period of 30 days prior to the scheduled date of a special session of the Shareholders Meeting, or the period of 5 days prior to the dividend day or any other day of benefit payment. The aforementioned period shall start from the date of the session or the standard day in retrospect.
- Article 9-1: The Company issues registered shares. Each share certificate shall be affixed with the authorized signatures/seals of at least 3 Directors and subject to certification before offering under law. After the Company has become a public company, the shares may be offered not in the form of physical share certificate and offered through the system of TDCC.

Chapter III Shareholders Meeting

- Article 10: The shareholders may convene in regular session (General Meeting of Shareholders) and special session. The General Meeting of Shareholders will be held once annually

within 6 months after the end of the fiscal year. The shareholders may convene in special sessions at any time where necessary.

The Shareholders Meeting as mentioned shall be called by the Board unless the Company Act specified otherwise.

Article 10-1: The shareholders' meeting of the Company can be held by means of visual communication network or other methods promulgated by MOEA.

Article 11: If a specific shareholder cannot attend a session of the Shareholders Meeting, such shareholder may appoint a proxy to attend by using a power of attorney prepared by the Company and specify the scope of authorization. For the commissioning of legitimate proxies to attend Shareholders Meeting, the attendance of proxies to the meeting shall be governed by Article 177 of the Company Act.

Article 12: The shareholders are entitled to one voting right for the holding of each share except restricted shares or shares bearing no voting rights under the Company Act.

Article 13: Resolutions of the Shareholders Meeting shall be made by a session with shareholders representing more than half of the voting rights and a simple majority of the shareholders in session unless the Company Act specified otherwise.

Article 14: The Presiding Officer of the session of Shareholders Meeting shall be governed by Article 182 -1 and Paragraph 3 of Article 208 of the Company Act.

Article 15: If the Company has only 1 institutional shareholder as the shareholder, the Board shall perform the function of the Shareholders Meeting where the regulations governing Shareholders Meeting in this context will not be applicable.

Article 15-1: If the Company has a motion for revocation of a public offering of its shares, it shall be referred to resolution by the Shareholders Meeting. Accordingly, the Company shall not alter this provision in the duration of trading at the Emerging Stock Market or listing at TWSE (TPEx).

Chapter IV The Board and Audit Committee

Article 16: The Company shall establish 7 seats of Directors and each shall have tenure of 3 years. The Directors shall be elected under the candidate nomination system from a list of prospective candidates by the Shareholders Meeting. Directors may assume a second term of office if reelected.

Article 16-1: As required by Article 183 of the Securities and Exchange Act, the Company shall reserve at least 3 of the aforementioned seats for Independent Directors. The Independent Directors shall be elected under the candidate nomination system from the list of candidates to the seats of Independent Director by the Shareholders Meeting. The tenure, professional qualification, quantity of shareholding, restriction of holding additional posts, the method of nomination and election, and other particulars to be observed are governed by the rules and regulations of the competent authority of securities.

Article 16-2: The Company shall establish the Auditing Committee under law, which shall be staffed with all Independent Directors of whom 1 shall act as the convener and at least 1 shall be specialized in accounting or finance. The functions, organization code, authority of the Auditing Committee and other particulars to be observed shall be conforming to the requirements of the competent authority.

Article 17: The Directors shall be organized into a Board of Directors (The Board). A chairman shall be elected among the Directors in a session with at least 2/3 of the Directors and a simple majority of the Directors in session for consent. The Chairman shall act on behalf of and in the name of the Company externally.

Article 17-1: The Board shall convene with 7 days in advance of notice to the Directors specifying the reasons for the session and may convene at any time in case of emergency. The

notice of the Board meeting may be sent by E-mail or by fax in lieu of correspondence.

- Article 18: The Chairman of the Company shall preside over all meetings of the Board. In the absence of the Chairman due to leave or for whatever reasons, the proxy of the Chairman shall be governed by Article 208 of the Company.
- Article 19: Directors may authorize another Director in writing to attend the meeting of the Board by specifying the scope of authorization in a power of attorney. A Director may only act as the proxy of one other Director.
- Article 20: The remuneration to the Directors shall be determined by the Board under authorization in commensuration with the level of participation in the operation of the Company and the contribution value to the Company.
- Article 20-1: The Company shall take liability insurance for the protection of the Directors for the duties they performed within their term of office.

Chapter V Managers

- Article 22: The Company may establish the position of managers and the appointment, dismissal and remuneration of whom shall be governed by Article 29 of the Company Act.

Chapter VI Accounting

- Article 23: At the end of the fiscal year, the Board of the Company shall prepare (1) Business Report; (2) Financial Statements; and (3) Proposal for Distribution of Earnings or Covering loss carried forward, and present to the Audit Committee 30 days prior to the scheduled day of General Meeting of Shareholders, and present to the General Meeting of Shareholders for recognition.
- Article 24: If the Company has earnings of the year after account settlement, appropriate for the remuneration to the employees and the Directors specified as follows. If there is loss carried forward, the Company shall appropriate its earnings for covering loss carried forward. I At least 5% as remuneration to the employees in cash or stock. If payment is made in stock, employees of subsidiaries meeting specific conditions shall also be entitled to the payment. The Board shall set forth the condition for entitlement. II. No more than 1% as remuneration to the Directors. Earnings as previously mentioned, shall be the earnings before taxation and deduction of remuneration to the employees and the Directors. The remuneration to the employees and the Directors shall be reported to the General Meeting of Shareholders.
- The employees of the Company entitled to the remuneration to the employees, the issuance of restricted shares, the issuance of ESO, and subscription of new shares and takeover the assigned shares shall also include the employees of the controlled entities or subsidiaries of the Company meeting the conditions set forth by the Board.
- Article 24-1: If the Company has a net income of the year after account settlement, appropriate for the covering of loss carried forward (including the adjustment of the amount in undistributed earnings), and 10% for legal reserve as required by law. If the amount of legal reserve is equivalent to the total paid-in capital, no further appropriation for legal reserve will be necessary. It will be followed by the appropriation or reversal of special reserve. If there is still a balance, it will be pooled up the undistributed earnings at the beginning of the period (including the adjustment of the amount in undistributed earnings). The Board shall plan for the distribution of earnings. If the stock dividend and bonus are paid in cash in whole or in part, the Board shall be authorized to make a decision in a session attended by more than 2/3 of the Directors and a simple majority of the Directors in session and reported to the General Meeting of Shareholders. If a dividend is paid in stock in part, it will be necessary to present to the General Meeting of Shareholders for resolution.
- Article 24- 2: The Company shall pay a stock dividend with reference to the profit status of the year for dividend stability as the principle. The Company runs its operation in an

unpredictable environment and is at the stage of growth of its life span. In consideration of long-term financial planning and meeting the needs of cash inflows of the shareholders, the Company adopts a balanced dividend policy. Thereby, the stock dividend payable to shareholders as stated in Article 24-1 shall not fall below 10% of the distributable income of the year. Cash dividend paid for each year shall not fall below 10% of the total dividend in cash and in stock.

Chapter VII Miscellaneous

Article 25: Anything not mentioned in the Articles of Incorporation shall be governed by the Company Act and other applicable laws.

Article 26: The Articles of Incorporation was instituted on 05/06/2002.

Amended for the 1st instance on 06/05/2003.

Amended for the 2nd instance on 06/30/2004.

Amended for the 3rd instance on 07/12/2004.

Amended for the 4th instance on 06/30/2005.

Amended for the 5th instance on 06/19/2006.

Amended for the 6th instance on 12/20/2006.

Amended for the 7th instance on 06/26/2007.

Amended for the 8th instance on 06/13/2008.

Amended for the 9th instance on 06/16/2009.

Amended for the 10th instance on 06/15/2010.

Amended for the 11th instance on 06/18/2012.

Amended for the 12th instance on 06/06/2016.

Amended for the 13th instance on 06/07/2017.

Amended for the 14th instance on 06/12/2019.

Amended for the 15th instance on 05/29/2020.

Amended for the 16th instance on 05/25/2022.

ASRock Incorporation

Chairman Hsu-Tien, Tung

Appendix IV: The mapping of the clauses of “Procedures for Lending Funds and Endorsement & Guarantee” before and after amendment

Before The Revision	After The Revision	Explanation
Article 1: The Procedures are formulated in accordance with the provisions of <u>Article 36-1 of the Securities and Exchange Act, Order Tai-Cai-Zheng-VI-Zi No. 0910161919, dated December 18, 2002, Order Jin-Guan-Zheng-VI-Zi No. 0940006026, dated December 29, 2005, Order Jin-Guan-Zheng-VI-Zi No. 0980000271, dated January 15, 2009, Order Jin-Guan-Zheng-Shen-Zi No. 099001375, dated March 19, 2010, Order Jin-Guan-Zheng-Shen-Zi No. 1010029874, dated July 6, 2012, and Order Jin-Guan-Zheng-Shen-Zi No. 1080304826, dated March 7, 2019</u> , as well as the relevant provisions of the amended Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies.	Article 1: The Procedures are formulated in accordance with the relevant provisions of the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies.	Text corrections
Article 6: Total loan amount and individual recipient limits I–III, V (omitted) 4. For loans between foreign companies of which the Company directly or indirectly holds 100% of the voting shares, or for loans from foreign companies of which the Company directly or indirectly holds 100% of the voting shares to the Company, such loaning of funds may be made free of the restriction of the first subparagraph of this paragraph. <u>However, such the Company shall specify limits on the durations of such loans.</u>	Article 6: Total loan amount and individual recipient limits I–III, V (omitted) 4. For loans between foreign companies of which the Company directly or indirectly holds 100% of the voting shares, or for loans from foreign companies of which the Company directly or indirectly holds 100% of the voting shares to the Company, <u>the total loan amount and individual recipient limits shall not exceed the latest audited financial statement net worth.</u>	Set the limit of total loan amount.
Article 7: Loan term and interest calculation method I–III (omitted) In special circumstances, with the consent of the Company's board of directors, the interest rate may be adjusted according to actual needs. The Company shall fully consider the opinions of each independent director <u>and should be stated in the minutes of meeting for record.</u>	Article 7: Loan term and interest calculation method I–III (omitted) In special circumstances, with the consent of the Company's board of directors, the interest rate may be adjusted according to actual needs. The Company shall fully consider the opinions of each independent director. <u>If an independent director has dissenting or reserved opinions, they shall be recorded in the board</u>	Refer to Article 14-3 of the Securities and Exchange Act and make appropriate amendments to the text.

Before The Revision	After The Revision	Explanation
	<u>meeting minutes.</u>	
<p>Article 9: Loan review and handling procedures</p> <p>Before providing loans to others, the Company shall carefully evaluate whether it complies with the provisions of the Procedures, and submit the evaluation results to the Chairman for approval in accordance with the following review procedures, and then submit them to the board of directors for resolution and approval before execution. The Company shall fully consider the opinions of each independent director <u>and should be stated in the minutes of meeting for record.</u></p>	<p>Article 9: Loan review and handling procedures</p> <p>Before providing loans to others, the Company shall carefully evaluate whether it complies with the provisions of the Procedures, and submit the evaluation results to the Chairman for approval in accordance with the following review procedures, and then submit them to the board of directors for resolution and approval before execution. The Company shall fully consider the opinions of each independent director. <u>If an independent director has dissenting or reserved opinions, they shall be recorded in the board meeting minutes.</u></p>	<p>Refer to Article 14-3 of the Securities and Exchange Act and make appropriate amendments to the text.</p>
<p>Article 10: Endorsement/Guarantee handling procedures</p> <p>Before providing endorsements/guarantees to others, the Company shall carefully evaluate whether it complies with the provisions of the Procedures, and submit the evaluation results to the Chairman for approval in accordance with the following review procedures, and then submit them to the board of directors for resolution and approval before execution. The Company shall fully consider the opinions of each independent director <u>and should be stated in the minutes of meeting for record.</u></p>	<p>Article 10: Endorsement/Guarantee handling procedures</p> <p>Before providing endorsements/guarantees to others, the Company shall carefully evaluate whether it complies with the provisions of the Procedures, and submit the evaluation results to the Chairman for approval in accordance with the following review procedures, and then submit them to the board of directors for resolution and approval before execution. The Company shall fully consider the opinions of each independent director. <u>If an independent director has dissenting or reserved opinions, they shall be recorded in the board meeting minutes.</u></p>	<p>Refer to Article 14-3 of the Securities and Exchange Act and make appropriate amendments to the text.</p>

Before The Revision	After The Revision	Explanation
<p>Article 18: This set of regulations was amended for the 1st instance on May 30 , 2003. (omitted) The amendment to the regulations for the 8th instance was passed on May 29, 2020.</p>	<p>Article 18: This set of regulations was amended for the 1st instance on May 30 , 2003. (omitted) <u>The amendment to the regulations for the 9th instance was passed on May 28, 2025.</u></p>	<p>Adding the date of amendment of this instance.</p>

Appendix V: Procedures for Lending Funds and Endorsement & Guarantee

ASRock Incorporation

Procedures for Lending Funds and Endorsement & Guarantee

Article 1. The Procedures are formulated in accordance with the provisions of Article 36-1 of the Securities and Exchange Act, Order Tai-Cai-Zheng-VI-Zi No. 0910161919, dated December 18, 2002, Order Jin-Guan-Zheng-VI-Zi No. 0940006026, dated December 29, 2005, Order Jin-Guan-Zheng-VI-Zi No. 0980000271, dated January 15, 2009, Order Jin-Guan-Zheng-Shen-Zi No. 099001375, dated March 19, 2010, Order Jin-Guan-Zheng-Shen-Zi No. 1010029874, dated July 6, 2012, and Order Jin-Guan-Zheng-Shen-Zi No. 1080304826, dated March 7, 2019, as well as the relevant provisions of the amended Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies.

Article 2. The subsidiaries and the parent company referred to in the Procedures are identified in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers; all matters related to lending of funds to others and endorsements and guarantees by the Company shall be handled and implemented in accordance with the Procedures.

The net worth referred to in the Procedures refers to the equity attributable to the owners of the parent company in the balance sheet as required in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

"The date of occurrence" as referred to in the Procedures means the earlier of the following dates: the contract signing date, the payment date, the board of directors' resolution date, or any other date sufficient to determine the loan or endorsement/guarantee recipient and the transaction amount.

Article 3. The loan recipients of the Company are limited to the following two categories:

1. Companies or firms that have business dealings with the Company.
2. Companies or firms that require short-term financing.

The term "short-term" in the preceding paragraph refers to one year. However, if the Company's operating cycle exceeds one year, the operating cycle shall prevail.

Article 4. The endorsement/guarantee referred to in the Procedures includes the following:

1. Financing endorsement/guarantee, including
 - (1) Discounting of bills.
 - (2) Endorsement or guarantee for the financing purposes of other companies.
 - (3) Issuance of notes as collateral to non-financial institutions for the Company's financing purposes.
2. Customs duty endorsement/guarantee, which refers to endorsements or guarantees related to customs duty matters of the Company or other companies.
3. Other endorsements/guarantees, which refer to endorsements or guarantees that cannot be classified into the preceding two categories.

The Company's provision of movable or immovable property as collateral for other companies' loans by establishing pledges or mortgages shall also be handled in accordance with the Procedures.

Article 5. The Company's endorsement/guarantee recipients are limited to:

1. Companies that have business dealings with the Company.
2. Companies of which the Company directly or indirectly holds more than 50% of the voting shares.
3. Companies that directly or indirectly hold more than 50% of the voting shares of the Company.

Companies that provide mutual guarantees between companies or joint builders based on contracts due to engineering contracting needs, or companies that provide endorsements or guarantees for investees by all investing shareholders in proportion to their shareholding ratios due to joint investment relationships, or companies that provide joint and several liability guarantees for performance guarantees of presale housing sales contracts in accordance with consumer protection laws between companies in the same industry, are not subject to the restrictions of the preceding paragraph and may be the Company's endorsement/ guarantee recipients.

The term "investment" in the preceding paragraph refers to investment made directly by the Company or through a company of which the Company holds 100% of the voting shares.

Article 6. Total loan amount and individual recipient limits

1. The total amount of loans from the Company shall not exceed 40% of the Company's net worth.
2. For companies or firms that have business dealings with the Company, the individual loan amount shall be limited to 10% of the borrower's latest audited financial statement net worth, and shall not exceed the amount of business transactions between the two parties in the past year. The amount of business transactions refers to the higher of the purchase or sales amount between the two parties. However, the maximum amount shall not exceed the provisions of the preceding paragraph.
3. For companies or firms that require short-term financing, the individual loan amount shall be limited to 10% of the borrower's latest audited financial statement net worth, but the maximum amount shall not exceed the provisions of the first paragraph. The aforementioned loans for short-term financing needs refer to situations where other companies or firms require short-term financing due to business needs, operating turnover needs, or other circumstances approved by the Company's board of directors.
4. For loans between foreign companies of which the Company directly or indirectly holds 100% of the voting shares, or for loans from foreign companies of which the Company directly or indirectly holds 100% of the voting shares to the Company, such loaning of funds may be made free of the restriction of the first subparagraph of this paragraph. However, such the Company shall specify limits on the durations of such loans.
5. If a company's person in charge violates relevant regulations, they shall bear joint and several liability for repayment with the borrower; if the Company suffers losses, they shall also bear liability for damages.

Article 7. Loan term and interest calculation method

1. Term: The maximum term of each loan shall not exceed one year from the date of loan disbursement.
2. The interest rate shall not be lower than the highest short-term borrowing rate of the Company from financial institutions, and interest shall be calculated monthly.

For loans between foreign companies of which the Company directly or indirectly holds 100% of the voting shares, or for loans from foreign companies of which the Company directly or indirectly holds 100% of the voting shares to the Company, the loan term may exceed one year, and the interest rate shall not be subject to the restrictions of the preceding paragraph, but the loan term shall still be specified.

In special circumstances, with the consent of the Company's board of directors, the interest rate may be adjusted according to actual needs. The Company shall fully consider the opinions of each independent director and should be stated in the minutes of meeting for record.

Article 8. Total amount and individual recipient limits for endorsements/guarantees

The standards and amounts of the Company's total liability, limit, and tiered authorization for endorsements/guarantees for external entities are as follows:

1. The total accumulated endorsement/guarantee liability for external entities shall not exceed 70% of the Company's current net worth.
2. The individual endorsement/guarantee limit for a single enterprise not wholly owned by the Company shall not exceed 30% of the Company's current net worth.
3. The individual endorsement/guarantee limit for a single enterprise wholly owned by the Company shall not exceed 70% of the Company's current net worth.
4. The total amount of endorsements/guarantees that the Company and its subsidiaries may provide as a whole shall not exceed 70% of the Company's current net worth.
5. The total amount of endorsements/guarantees that the Company and its subsidiaries may provide as a whole for a single enterprise not wholly owned by the Company shall not exceed 30% of the Company's current net worth.
6. The total amount of endorsements/guarantees that the Company and its subsidiaries may provide as a whole for a single enterprise wholly owned by the Company shall not exceed 70% of the Company's current net worth.
7. For endorsements/guarantees provided due to business dealings with the Company, in addition to the above-mentioned limits, the individual endorsement/guarantee amount shall not exceed the amount of business transactions between the two parties in the past year. The amount of business transactions refers to the higher of the purchase or sales amount between the two parties.

The Company shall not exceed the above-mentioned relevant limits for endorsements/guarantees without the approval of the board of directors and the amendment to the Procedures approved by the shareholders' meeting.

If the total amount of endorsements/guarantees that the Company and its subsidiaries may collectively provide reaches 50% or more of the Company's net worth, the necessity and reasonableness thereof shall be explained at the shareholders' meeting.

Article 9. Loan review and handling procedures

Before providing loans to others, the Company shall carefully evaluate whether it complies with the provisions of the Procedures, and submit the evaluation results to the Chairman for approval in accordance with the following review procedures, and then submit them to the board of directors for resolution and approval before execution. The Company shall fully consider the opinions of each independent director and should be stated in the minutes of meeting for record.

1. For financing to affiliates, a financing application letter issued by an affiliate shall be obtained, stating the loan recipient, reason, amount and period of the loan applied for. The relevant departments of the Company shall carefully evaluate the following matters, and the finance department shall propose the interest rate and term:
 - (1) The necessity and reasonableness of providing loans to others.
 - (2) The credit investigation and risk assessment of the loan recipient.
 - (3) The impact on the Company's operational risk, financial position, and shareholders' equity.
 - (4) Whether to obtain collateral and the appraised value of the collateral.
2. For financing to non-affiliates, in addition to handling in accordance with the preceding paragraph, a promissory note of equal amount shall be obtained, and necessary movable or immovable property mortgage settings shall be processed.
3. The Company shall establish a memorandum book for loan matters, and record in detail the loan recipient, amount, board of directors approval date, loan disbursement date, and matters that should be carefully evaluated as stipulated in paragraph 1, subparagraph (1) for reference.
4. The Company's internal auditors shall audit the loan procedures and their implementation at least quarterly, and keep written records. If major violations are found, the audit committee shall be notified in writing immediately.
5. If, due to changes in circumstances, the loan recipient does not comply with the provisions of the Procedures or the balance exceeds the limit, an improvement plan shall be formulated, the relevant improvement plan shall be sent to the audit committee, and the improvement shall be completed according to the planned schedule.
6. The lending of funds between the Company and its parent company or subsidiaries, or between subsidiaries, shall be submitted to the board of directors for resolution in accordance with the above procedures, and the Chairman may be authorized to make multiple disbursements or revolving use to the same borrower within a certain amount resolved by the board of directors and a period not exceeding one year.

The "certain amount" mentioned in point (6), unless it complies with the provisions of point (4) of Article 15, the authorized amount of the Company or its subsidiaries for loans to a single enterprise shall not exceed 10% of the lender's latest financial statement net worth.

Article 10. Endorsement/Guarantee handling procedures:

Before providing endorsements/guarantees to others, the Company shall carefully evaluate whether it complies with the provisions of the Procedures, and submit the evaluation results to the Chairman for approval in accordance with the following review procedures, and then submit them to the board of directors for resolution and approval before execution. The Company shall fully consider the opinions of each independent director and should be stated in the minutes of meeting for record.

1. An endorsement/guarantee application letter shall be filed to the Company, stating the endorsement/guarantee recipient, type, reason, amount, and period. The relevant departments of the Company shall carefully evaluate the following matters:
 - (1) The necessity and reasonableness of providing endorsements/ guarantees to others.
 - (2) The credit investigation and risk assessment of the endorsement/ guarantee recipient.
 - (3) The impact on the Company's operational risk, financial position, and shareholders' equity.
 - (4) Whether to obtain collateral and the appraised value of the collateral.
2. The Company's finance department shall establish a memorandum book for endorsement/ guarantee matters; and record in detail the endorsement/ guarantee recipient, amount, date of board of directors' approval or Chairman's approval, endorsement/guarantee date, and matters that should be carefully evaluated as stipulated in the preceding paragraph for reference.
3. The Company's internal auditors shall audit the endorsement/guarantee procedures and their implementation at least quarterly, and keep written records. If major violations are found, the audit committee shall be notified in writing immediately.
4. If, due to changes in circumstances, the endorsement/guarantee recipient does not comply with the provisions or the amount exceeds the limit, an improvement plan shall be formulated, the relevant improvement plan shall be sent to the audit committee, and the improvement shall be completed according to the planned schedule.
5. If the endorsement or guarantee recipient of the Company is a subsidiary with a net worth of less than one-half of the paid-in capital, in addition to submitting it to the board of directors for resolution in accordance with the above procedures, the subsidiary shall be required to provide a monthly report on the use of funds and related improvement plans, report to the Company's board of directors, and complete the improvement according to the planned schedule, for the Company to carry out subsequent related controls.

If a subsidiary's stock has no par value or the par value per share is not NT\$10, the paid-in capital calculated in accordance with the provisions of subparagraph 5 of the preceding paragraph shall be the sum of the share capital plus capital surplus minus issuance at a premium.

Article 11. Subsequent control measures for loaned amounts and overdue debt claim handling procedures

1. After the loan is disbursed, the financial, business, and related credit status of the borrower and guarantor shall be constantly monitored. If collateral is provided, the change in the collateral value shall also be monitored. In case of major changes, the Chairman shall be notified immediately, and appropriate handling shall be carried out according to his instructions.
2. When the borrower repays the loan at or before the loan maturity date, the payable interest shall be calculated first, and the promissory note shall be canceled and returned to the borrower or the mortgage right shall be canceled only after the principal and interest are paid off.
3. The borrower shall repay the principal and interest immediately upon loan maturity. If an extension is required due to failure to repay upon maturity, a request shall be submitted in advance and approved by the Company's board of directors.

Otherwise, the Company may directly dispose of the provided collateral or recover the loan from the guarantor in accordance with the law.

Article 12. Deadline, content, and standards for public announcement and reporting:

1. Loans:

The Company shall publicly announce the amount of loans to others by the Company and its subsidiaries in the previous month together with the monthly revenue before the 10th of each month, and if the loan balance reaches one of the following standards, it shall be publicly announced and reported within two days from the date of occurrence:

- (1) The loan balance of the Company and its subsidiaries to others reaches 20% or more of the Company's latest financial statement net worth.
- (2) The loan balance of the Company and its subsidiaries to a single enterprise reaches 10% or more of the Company's latest financial statement net worth.
- (3) The Company or a subsidiary adds a new loan amount of NT\$10 million or more, and that amount is 2% or more of the Company's latest financial statement net worth.

If a subsidiary is not a domestic publicly listed company, the Company shall handle the matters that should be publicly announced and reported in subparagraph 3 of the preceding paragraph.

2. Endorsements/Guarantees:

The Company shall publicly announce and report the endorsement/ guarantee balance of the Company and its subsidiaries in the previous month before the 10th of each month. If the endorsement/guarantee balance of the Company reaches one of the following standards, it shall be publicly announced and reported within two days from the date of occurrence:

- (1) The endorsement/guarantee balance of the Company and its subsidiaries reaches 50% or more of the Company's latest financial statement net worth.
- (2) The endorsement/guarantee balance of the Company and its subsidiaries to a single enterprise reaches 20% or more of the Company's latest financial statement net worth.
- (3) The sum of the endorsement/guarantee balance, the book value of investments accounted for using the equity method, and the loan balance of the Company and its subsidiaries to a single enterprise reaches 30% or more of the Company's latest financial statement net worth.
- (4) The Company or a subsidiary adds a new endorsement or guarantee amount of NT\$30 million or more, and that amount is 5% or more of the Company's latest financial statement net worth.

If a subsidiary is not a domestic publicly listed company, the Company shall handle the matters that should be publicly announced and reported in subparagraph 4 of the preceding paragraph.

Article 13. Seal custody and procedures

1. The Company's relevant bills and company seals are kept by designated personnel respectively, and they are required to follow the Company's operating procedures before they can receive the seals or issue bills. The relevant personnel are appointed by the Chairman authorized by the board of directors. The special seal for endorsements/guarantees is the company seal registered with the Ministry of

Economic Affairs.

2. When the Company provides a guarantee for a foreign company, the guarantee letter issued by the Company shall be signed by the Chairman authorized by the board of directors.

Article 14. The Company's finance department shall assess or recognize contingent losses on endorsements/guarantees, appropriately disclose endorsement/guarantee information in financial reports, and provide relevant information to the certifying accountants for necessary audit procedures.

The Company shall assess the loan situation, provide adequate allowances for bad debts, appropriately disclose relevant information in financial reports, and provide relevant information to the certifying accountants for necessary audit procedures.

Article 14-1. Foreign companies as stipulated in Article 165-1 of the Securities and Exchange Act (hereinafter referred to as "foreign companies") that provide loans to others or provide endorsements or guarantees for others shall follow the Procedures.

For foreign companies without company seals, the provisions of Article 13, paragraph (1), shall not apply.

The net worth of a foreign company calculated in accordance with the Procedures refers to the equity attributable to owners of the parent company in the balance sheet.

Article 15. If a subsidiary of the Company intends to provide loans to others or provides endorsements or guarantees for others, it shall formulate loan and endorsement/guarantee procedures in accordance with the following provisions, and handle them in accordance with the formulated procedures after being approved by the subsidiary and the Company's board of directors. The same applies to amendments.

1. Any loan or endorsement/guarantee behavior of the subsidiary must be submitted to the Company's board of directors for approval before implementation.
2. The total loan amount of the subsidiary is limited to 40% of the lender's net worth, and the total loan amount for a single enterprise is limited to 15% of the borrower's latest audited financial statement net worth, and shall not exceed the amount of business transactions between the two parties in the past year. The amount of business transactions refers to the higher of the purchase or sales amount between the two parties. The rest is handled in accordance with the Procedures.
3. The financing term and interest calculation method shall be handled within the scope of the Procedures.
4. For loans between foreign companies of which the Company directly or indirectly holds 100% of the voting shares, or for loans from foreign companies of which the Company directly or indirectly holds 100% of the voting shares to the Company, the financing term may exceed one year, and the amount is not subject to the restriction of 40% of the lender's net worth. However, the loan limit and term shall still be specified, and handled in accordance with the provisions of Articles 6 and 7 of the Procedures.
5. If there are special circumstances where a subsidiary's operating procedures or individual cases require relaxation of loan limits, financing periods, or reduction of financing interest rates, it must be approved by the Company's board of directors.
6. Endorsements or guarantees may be provided between companies of which the Company directly or indirectly holds 90% or more of the voting shares, and the amount shall not exceed 10% of the Company's net worth. However, this does not

apply to endorsements or guarantees between companies of which the Company directly or indirectly holds 100% of the voting shares.

Article 16. Managers or staff who violate the Procedures shall compensate the Company for the losses incurred.

Article 17. The Procedures shall be submitted to the audit committee for approval by more than one-half of all members, and then submitted to the board of directors for resolution, and then submitted to the shareholders' meeting for approval. If a director expresses dissent and there is a record or written statement, the Company shall forward the dissent to the audit committee and submit it to the shareholders' meeting for discussion. The same applies to amendments.

When the Procedures are submitted to the board of directors for discussion, the opinions of each independent director shall be fully considered. If an independent director has dissenting or reserved opinions, they shall be recorded in the board meeting minutes.

If the preceding paragraph is not approved by more than one-half of all members of the audit committee, it may be approved by more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the board meeting minutes.

The "all members of the audit committee" and "all directors" mentioned in the preceding paragraph shall be calculated based on those actually in office.

Article 18. This set of regulations was amended for the 1st instance on May 30 , 2003.

The amendment to the regulations for the 2n instance was passed on June 19 , 2006.

The amendment to the regulations for the 3rd instance was passed on June 16 , 2009.

The amendment to the regulations for the 4th instance was passed on June 15 , 2010.

The amendment to the regulations for the 5th instance was passed on June 22 , 2011.

The amendment to the regulations for the 6th instance was passed on June 18 , 2012.

The amendment to the regulations for the 7th instance was passed on June 10 , 2013.

The amendment to the regulations for the 8th instance was passed on May 29 , 2020.

Appendix VI: Parliamentary Procedure for the Shareholders Meeting

ASRock Incorporation

Parliamentary Procedure for the Shareholders Meeting

- Article 1: Shareholders Meeting shall be governed by this Regulations unless the law provides otherwise.
- Article 2: A sign-in registry shall be prepared for the shareholders' meeting to sign in for the meeting. Shareholders may also surrender their sign-in cards instead. The number of shares represented by the shareholders shall be counted based on the sign-in record or the sign-in cards surrendered.
- Article 3: The attendance and voting of the Shareholders Meeting shall be based on the quantity of shares represented.
- Article 4: Shareholders Meeting shall be held at the locality where the Company is located, or a place for the convenience of the shareholders and also appropriate for such purpose. The meeting shall be held no earlier than 9:00 am or later than 3:00 pm.
- Article 5: If the Shareholders Meeting is called by the Board, the Chairman shall act as the Presiding Officer. In the absence of the Chairman due to leave or for other reasons, the Vice Chairman shall act as the proxy. If there is no position of a Vice Chairman or also in the absence of the Vice Chairman due to leave or for other reasons, the Chairman shall appoint 1 Executive Director to preside over the meeting. If there is no seat for Executive Director, 1 Director shall be appointed as proxy. If the Chairman has not appointed any person as a proxy, the Directors shall nominate one among themselves to preside over the meeting. If the Shareholders Meeting is called by a third party entitled to call for the meeting other than the Board, such party shall preside over the meeting.
- Article 6: The Company may appoint the commissioned lawyers, certified public accountants or related personnel to attend the meeting as observers. The administrative staff of Shareholders Meeting shall wear proper ID or arm badge for identification.
- Article 7: The Company shall keep track of the entire procedure of the Shareholders Meeting by voice recording or videotaping and keep the record for at least 1 year.
- Article 8: The Presiding Officer shall announce for the session of the Shareholders Meeting when the time is due. However, the Presiding Officer shall announce for the postponement of the meeting is the attendance of shareholders cannot represent more than half of the outstanding shares at that point in time. The Presiding Officer may announce to postpone the meeting twice and the total time lapse shall not be more than 1 hour. If the attendance of shareholders by then can represent more than 1/3 of the outstanding shares, provisional resolution may be made pursuant to Paragraph 1 of Article 175-1 of the Company Act.
- If the attendance of shareholders can represent more than half of the outstanding shares before the adjournment of the meeting, the Presiding Officer may make a provisional resolution and present to the Shareholders Meeting for resolution again pursuant to Article 174 of the Company Act.
- Article 9: If the Shareholders Meeting is held to the call of the Board, the Board shall prepare the agenda, and the meeting shall be unfolded in accordance with the agenda, which cannot be modified without the resolution of the Shareholders Meeting.
- The Shareholders Meeting may be called for by an entitled third party other than the Board and shall be governed by the same rules as stated in the preceding paragraph.
- The meeting shall be continued in accordance with the agenda as stated in the preceding 2 paragraphs (including the extemporary motions). The Presiding Officer

cannot announce the adjournment of the meeting without the resolution of the shareholders.

Shareholders cannot nominate another Presiding Officer to continue the meeting at the same place or in another place after the meeting is adjourned.

Article 10: Shareholders in session may express their opinions but shall put down the summary on the message slip specifying the subject of the speech, shareholder account number (or attendance pass number) and account title in advance. The Presiding Officer shall set the priority for the shareholders to express opinions. Shareholders who just present the message slip without actually taking the floor to express their opinions shall be construed as no expression of opinion. If the content of the speech is irrelevant to the content of the message slip, the latter shall prevail.

If a particular shareholder is giving a speech, other shareholders shall not interfere unless at the consent of the Presiding Officer and the shareholder who is giving the speech or the Presiding Officer shall stop the interference.

Article 11: Each shareholder may express an opinion on a particular motion no more than two times unless at the consent of the Presiding Officer, and no more than 5 minutes would be allowed for each instance of expression of opinion. If the content of opinion expressed by a specific shareholder is in defiance of the aforementioned rules or goes beyond the scope of the topic for discussion, the Presiding Officer shall stop such expression of opinion.

Article 12: Institutions commissioned to attend the Shareholders Meeting may appoint only 1 representative to the meeting. If specific institutional shareholders appoint more than 2 representatives to the meeting, only 1 may express an opinion on the same motion.

Article 13: The Presiding Officer may personally respond to a specific shareholder after expressing an opinion or appoint related personnel to respond.

Article 14: If the discussion on a particular motion is deemed sufficient and should be referred to voting, the Presiding Officer may announce the conclusion of the discussion and proceed to voting.

Article 15: If the Presiding Officer acts in defiance of the procedure by announcing for the adjournment of the meeting, the shareholders in session may nominate 1 person to act as the Presiding Officer with the consent of a simple majority to continue the meeting.

Article 16: The Presiding Officer shall appoint a number of scrutineers and tallying clerks and these personnel must also be shareholders. The voting result shall be announced on the scene and tracked on record.

Article 17: The Presiding Officer may announce a break in the duration of the meeting.

Article 18: Resolution of the motions shall be made by a session attended by shareholders representing more than half of the voting rights and the consent of a simple majority of the shareholders in session unless the Company Act or the Articles of Incorporation provide otherwise.

Article 19: If there is an amendment to or substitute for a particular motion, the Presiding Officer shall combine the amendment and the substitute with the original motion and set the priority for voting. If either the original motion or the amendment /substitute has been passed, it shall be construed as the veto of the others and no further voting will be necessary.

Article 20: The Presiding Officer shall command the prefects (or security guards) to keep the order of the meeting place. The prefects (or security guards) shall wear arm badge marking "Prefect" in performing their duties of keeping the order of the meeting place.

Article 21: The Regulations shall come into force at the resolution of the Shareholders Meeting. The same procedure is applicable to any amendment thereto.

Article 22: The Rules of Procedure of the Board of Directors Meetings has been passed by the Board and became effective on 06/19/2006.

The Rules of Procedure of the Board of Directors Meetings was amended for the 1st instance on 05/29/2024.

Appendix VII: Shareholding by Directors

1. The Company has paid-in capital amounting to NT\$1,235,741,290 and has issued 123,574,129 outstanding shares.
2. According to Article 26 of the Securities and Exchange Act, all Directors shall hold a minimum of 8,000,000 shares in totality.
3. The holding of shares by all Directors in totality and individually as stated in the shareholders roster as of the day of transaction of shares was prohibited prior to the General Meeting of Shareholders:

03/30/2025

Title	Name	Date of election to office	Quantity of shareholding	Proportion of shareholding (%)
Chairman	Hsu-Tien, Tung	05/29/2024	–	–
Director	Asus Investment Inc. Representative: Tzu-Hsien, Tung	05/29/2024	57,217,754	46.30
Director	Asus Investment Inc. Representative: Kuang-Chin, Cheng	05/29/2024	57,217,754	46.30
Director	Asus Investment Inc. Representative: Lung-Lun, Hsu	05/29/2024	57,217,754	46.30
Independent Director	Yang-Ming, Ou	05/29/2024	–	–
Independent Director	Yen-Hsuen, Su	05/29/2024	–	–
Independent Director	Tan-Hsu, Tan	05/29/2024	–	–
Total quantity of shares held by all Directors			57,217,754	46.30

Appendix VIII: Additional Information

Motions presented to the General Meeting of Shareholders:

1. According to Article 172-1 of the Company Act, shareholders holding more than 1% of the outstanding shares issued by the Company may present a motion to the General Meeting of Shareholders in writing. Still, only 1 motion is allowed for each shareholder and the content shall be limited to 300 words.
2. The period opened for motions for the General Meeting of Shareholders this year starts on 03/21/2025 and ends on 03/31/2025. The content of the motions has been disclosed at MOPS as required by law.
3. The Company did not receive any shareholders' proposal during the aforesaid period.