



Stock Code: 3628

Notice to readers

This English version Handbook is a summary translation of the Chinese version and is not an official document of the shareholders' meeting. If there is any discrepancy between the English version and Chinese version, the Chinese version shall prevail.

Ablerex Electronics Co., Ltd.

Meeting Minute

for The 2023 Annual Shareholders' Meeting

MEETING TIME : 9:00 a.m., June 27, 2023 (Tuesday)
PLACE : 1F, No. 219-2, Zhong Xing Rd. Sec.3, Xin-Dian Dist., New Taipei City
(The Koos House)
WEBSITE : <http://www.ablerex.com.tw/>

Meeting Minute of Annual Shareholders' Meeting

Time: 9:00 a.m. on June 27, 2023 (Tuesday)
Place: 1F, No. 219-2, Zhong Xing Rd. Sec.3, XinDian Dist., New Taipei City
(The Koos House)

Presented Directors: Director Wen Hsu, Director Y.A. Chen, Director James Ho.

Presented Independent Directors: Independent Director Y.J. Ding (the Convener of Audit Committee),
Independent Director S.G. Wang and Independent Director Y.L. Su

Attendees: Accountants X.T. Chou/PwC and Attorney K.H. Huang/Chungtao-Legal.

Attendance: The total number of shares attended was 28,666,490 shares, 65.92% of the total company's issued 45,000,000 shares, which already reached the legal min. requirement. (The number of shares by electronically attended was 26,767,692 shares, and the electronic voting rate was 59.48% of the total company's issued 45,000,000 shares). A total of 3 directors and 3 independent directors attended the general meeting of shareholders, which has reached the majority (66.7%) of the 9 directors.

Chairperson: Wen Hsu/Chairman

Minutes taker: S.L. Lin

Call the Meeting to Order

Chairperson Remarks

Reports on Company Affairs

Report No. 1
2022 Business Report.

Explanation: Please refer to Attachment 1 (page 7~9)

Report No. 2
Audit Committee's Review Report on the 2022 Financial Statements.
Explanation:

1. The Business Report, Financial Statements and Profit distribution table have been audited and approved by Audit Committee.
2. Please refer to the report as per Attachment 2 (page 10)

Report No. 3
The 2022 Directors' and Employees' Compensation

Explanation:

1. The amount (Directors' and Employees' Compensation are not included) of 2022 net profit before tax is NTD 145,441,116.
2. After the remuneration committee and Board of Directors reviewed the regulations and the company's operating performance in 2022, it's going to propose Employees' Compensation NTD 8,748,000 (6.01%) as 6% (not less) of net earnings before tax, it meets the requirements of the "Articles of Incorporation" of the Company. Directors' Compensation NTD 2,883,594 (1.98%) as 2% (not exceed) of net earnings before tax, also meets the requirements of the "Articles of Incorporation" of the Company.

Report No. 4

Amendment to Rules of Procedure for Board of Directors Meetings

Explanation:

1. According to TPEx (2020.6.12) Document Issue No. 10900582662.
2. In order to improve the company's good governance system of the board of directors, improve the supervisory function and strengthen the management function, following TPEx recommends and standardizes the establishment of this operation. The original " Rules of Procedure for Board of Directors Meetings" was discontinued due to the difficulty of structural revision.
2. The new articles of "Rules of Procedure for Board of Directors Meetings" as Attachment 6 (Page 40).

In each of the above reports, the chairman inquired the present shareholders if they had any questions, and they all said no.

Matters to be Approved

Proposal 1: 【Proposed by the board of directors】

Title: Adoption of the 2022 Business Report and Financial Statement

Explanation:

1. Please refer to the 2022 Business Report and Financial Statement as per Attachment 1 (page 7~9).
2. The compilation of the Aplerex's 2022 Financial Statement and Consolidated Financial Statement is completed and was expressed an unqualified opinion on those statements in the report issued by Chou, Hsiao-Tzu/CPA and Lai, Zhong-Xi /CPA of PwC Taiwan.
3. The CPA Audit Report and the above mentioned Financial Report as per Attachment 3 and 4 (page 11~24 & 25~38).
4. Adoption requested.

Resolution: The motion was approved by vote

Voting right	support	oppose	abstentions
29,309,372	29,213,190	13,112	83,070
100%	99.67%	0.04%	0.28%

Proposal No. 2

Adoption of the Proposal for Distribution of 2022 Profits

Explanation:

1. The table of the 2022 Earnings Distribution as per Attachment 5 (page 39).
2. 2022 profit distribution plans are as the following:
Cash dividend to shareholders is NTD 2.00 per share with a total NTD 90,000,000. After this distribution plan is approved by the shareholders' meeting, it is proposed to authorize the chairman to set Record date and the cash dividend distribution amount is up to NT\$, The balances which is less than NTD 1.0 will be treated as undistributed surplus.

Resolution: The motion was approved by vote

Voting right	support	oppose	abstentions
29,309,372	29,213,190	13,112	83,070
100%	99.67%	0.04%	0.28%

In each of the above proposals, the chairman inquired the present shareholders if they had any questions, and they all said no.

Matters to be Discussed

Proposal 1

Title: Amendment to the "Articles of Incorporation".

Explanation:

1. According to Taipei Exchange (2022.3.11) Issue No. 11100543772, it is proposed to amend some provisions of the "Articles of Incorporation".
2. In conjunction with the amendment of the Company Act, the provisions for video conference is allowed for listed companies to hold shareholders' meetings.
3. Accordance with Regulation, Amendment reference table of " Articles of Incorporation " as per Attachment 7 (Page 47).
4. Discussion and resolution requested.

Resolution: The motion was approved by vote

Voting right	support	oppose	abstentions
29,309,372	28,699,192	530,112	80,068
100%	97.91%	1.80%	0.27%

In each of the above proposals, the chairman inquired the present shareholders if they had any questions, and they all said no.

Elections

Proposal 1 【Proposed by the board of directors】

Title: The 9th Election of Directors

Explanation:

1. The 8th term of the directors have been expired on June 18, 2023, and shall be re-elected in the general shareholders' meeting.
2. According to Articles of Incorporate of the company, there shall be 7 to 9 directors includes at least 3 independent directors. The next term is scheduled to elect 9(nine) directors (including three independent directors). The term of the new directors shall be from June 27, 2023 to June 26, 2026, and the current term of the directors are up till finish of the Annual general shareholders' meeting.
3. The proposed list of candidates for directors and independent directors were reviewed and qualified by the board meeting of the company on May 8, 2023. The relevant information is as attachment 8 (Page 48):
4. Election requested

Voting Results:

Director

Ranking	Account No.	Account Name	Elected Votes	Note
1	47	Wen Hsu	39,631,965	Be elected
2	1	Y.A. Chen	30,294,562	Be elected
3	2	UIS Co., Ltd. Rep : J.S. Wang	28,481,613	Be elected
4	P100xxxxxx	S.G. Wang	28,016,127	Be elected
5	48	J.K. Sung	27,797,701	Be elected
6	D120xxxxxx	James Ho	27,490,939	Be elected

Independent Director

Ranking	Account No.	Account Name	Elected Votes	Note
1	A110xxxxxx	Y.J. Ding	27,176,963	Be elected
2	D100xxxxxx	Y.L. Su	26,655,263	Be elected
3	T220xxxxxx	J.C. Hsieh	26,439,053	Be elected

In the above proposal, the chairman inquired the present shareholders if they had any questions, and they all said no.

Other Matters

Proposal 1

Title: Proposal for releasing the Prohibition on new elected Directors from Participation in Competitive Business.

Explanation:

1. According to the regulation of article 209 of Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.
2. The company's new directors and their representatives, if they invest or operate other companies related to or similar to the company's business scope, in case without prejudice to the company's interests, the company agrees to terminate the director and his representatives Restrictions on Prohibition of Competition. Please refer to attachment 9 (see P.52) for the detailed list of restrictions on rescission of non-competitive behaviors of directors (including independent directors), but the person of rescission is based on the actually elected directors (including independent directors).
3. Discussion and resolution requested.

Resolution: The motion was approved by vote

Voting right	support	oppose	abstentions
29,309,372	29,169,301	59,187	80,884
100%	99.52%	0.20%	0.27%

In the above proposal, the chairman inquired the present shareholders if they had any questions, and they all said no.

Extemporary Motions

Adjournment (09:26 AM)

Chairperson: Wen Hsu/Chairman

Minutes taker: S.L. Lin