

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

ASRock Incorporation

2021 Annual General Shareholders' Meeting Minute

- I Date and time: 08/20/2021 (Wednesday) 9:30 am
- I Venue: Conference Room 202, Mellow Fields Hotel, Tienmu
(No. 127, Road Section 7, ZhongShan North, Shilin District, Taipei)
- I Total outstanding shares: 120,642,429 shares
- I Total shares with voting rights: 120,642,429 shares
- I Total shares held by shareholders presented in person or by proxy: 82,961,530 shares
- I Percentage of shares held by shareholders presented in person or by proxy: 68.76%
- I Chairman: Tung, Hsu-Tien
- I Attendees: Tung, Tzu-Hsien (Director of the Board of Directors)
Hsu, Lung-Lun (Director of the Board of Directors)
Wei, Ai (Independent Director of the Board of Directors)
Wu, Chin-Jung (Independent Director of the Board of Directors)
Ouhyoung, Ming (Independent Director of the Board of Directors)
Yang, Chih-Huei (CPA, Ernst & Young)
- I Recorder: Lee, Hui-Ju
- I The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum. The Chairman called the meeting to order.
- I Chairman's Address (omitted)

- I. Reports Items:
 1. 2020 Business Report. (Please refer to the Appendix 1)
 2. Auditing Committee's Review Report on Financial Statements 2020. (Please refer to the Appendix 2)
 3. Report on Remuneration to Employees and Directors 2020. (Please refer to the Page 27 of the Procedure Handbook)
 4. Distribution of Cash Dividend from Earnings 2020. (Please refer to the Page 27 of the Procedure Handbook)
 5. Report on the "Amendment to the Rules of Procedure of the Board of Directors Meetings" . (Please refer to the Appendix 4)Shareholder (No. 12810) had some queries on each of the Reports Items. The Chairman as well as person in charge responded accordingly.

- II. Proposals Items
Motion no. 1: [proposed by the Board]
Cause of motion:

The 2020 financial statements of ASRock presented for recognition.

Description:

The 2020 financial statements and consolidated financial statements have been audited by Yang, Chih-Huei and Yu, Chien-Ju, CPAs of Ernst & Young, which have been referred to the Auditing Committee together with the 2020 Business Report for review. The Business Report, Auditor' s Report, and the aforementioned financial statements were presented for your reference. (Please refer to the Appendix 1~3)

Voting Results :

Number of shares presented at the time of voting	For	Against	Abstained	Invalid
82,961,530 votes*	81,993,619 votes*	7,162 votes*	960,749 votes*	0 votes*
(81,175,740 votes)	(80,213,869 votes)	(7,162 votes)	(954,709 votes)	

* including votes casted electronically (number in brackets)

RESOLVED, the above proposal was accepted as submitted.

Motion no. 2: [Proposed by the Board]

Cause of motion:

The 2020 distribution of earnings of ASRock presented for recognition.

Description:

1. The Company had a net income of NT\$1,363,092,117 in 2020 and plans to pay out to shareholders in accordance with the Articles of Incorporation.
2. The proposal for distribution of earnings in 2020 (Please refer to the Appendix 5).

Voting Results :

Number of shares presented at the time of voting	For	Against	Abstained	Invalid
82,961,530 votes*	82,116,554 votes*	8,227 votes*	836,749 votes*	0 votes*
(81,175,740 votes)	(80,336,804 votes)	(8,227 votes)	(830,709 votes)	

* including votes casted electronically (number in brackets)

RESOLVED, the above proposal was accepted as submitted.

Shareholder (No. 12810) had some queries on each of the Proposals Items. The Chairman as well as person in charge responded accordingly.

III. Discussion and Election Items

Motion no. 1: [Proposed by the Board]

Cause of motion:

Amendment to the "Regulations Governing the Election of Directors" of ASRock presented for decision.

Description:

3. Amendment to the "Regulations Governing the Election of Directors" in part in accordance with Letter Jin-Guan-Zheng-Fa-Zi no.1090338980 dated 05/29/2020 and Letter Tai-Zheng-Zhi-Li-Zi no. 1090009468 dated 06/03/2020. The mapping of the clauses before and after the amendment is attached. (Please refer to the Appendix 6)
4. Supplementary Explanation : In compliance with "Measures for public companies to postpone Shareholders' Meetings for Pandemic Prevention" of FSC, the revised date of the Procedures for Election of Directors shall be changed to the actual meeting date of the shareholders' meeting on 08/20/2021.

Voting Results :

Number of shares presented at the time of voting	For	Against	Abstained	Invalid
82,961,530 votes*	82,086,608 votes*	8,193 votes*	866,729 votes*	0 votes*
(81,175,740 votes)	(80,306,858 votes)	(8,193 votes)	(860,689 votes)	

* including votes casted electronically (number in brackets)

RESOLVED, the above proposal was accepted as submitted.

Motion no. 2: [Proposed by the Board]

Cause of motion:

The issuance of Restricted Stock Awards 2021 presented for decision.

Description:

1. The Company plans to issue of Restricted Stock Awards 2021 pursuant to Paragraph 9 and Paragraph 10 under Article 267 of the Company Act and the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" .
2. The requirement under Article 60-2 of the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" (hereinafter, "Offering Regulations") is specified below:
 - A Total amounted to offer: 2,300,000 common shares at NT\$10/share, which makes up the total of NT\$23,000,000.
 - B Issue Price: NT\$10 per share
 - C Issue Conditions:
 - (1) Vested conditions:
 - (a) The Company' s overall performance:
 - (1) The Company' s EPS was more than NT\$10, i.e. overall weight by 100%, in

the previous year.

(2) The Company' s EPS ranged from NT\$7.5 to NT\$10, i.e. overall weight by 50%, in the previous year.

(3) The Company' s EPS was less than than NT\$7.5, i.e. overall weight by 0%, in the previous year.

(b) Personal Performance:

(1) The interim performance appraisal ranking more than A (inclusive of A), i.e. personal weight by 100%.

(2) The interim performance appraisal ranking B+ to A (exclusive of A), i.e. personal weight by 80%.

(3) The interim performance appraisal ranking B- to B+ (exclusive of B+), i.e. personal weight by 60%.

(4) The interim performance appraisal ranking C, i.e. personal weight by 0%.

(c) Where any employee, upon expiration of one year after the employee has been hired at the time of subscription for the Restricted Stock Awards (hereinafter referred to as the "RSA"), is free from any violation of laws, the Company' s work rules and ethical management best-practice principles in the first year, 40% shares will be vested in the employee, multiplying by the overall weight and then by personal weight.

(d) Where any employee, upon expiration of two years after the employee has been hired at the time of subscription for the Restricted Stock Awards (hereinafter referred to as the "RSA"), is free from any violation of laws, the Company' s work rules and ethical management best-practice principles in the second year, 30% shares will be vested in the employee, multiplying by the overall weight and then by personal weight.

(e) Where any employee, upon expiration of three years after the employee has been hired at the time of subscription for the Restricted Stock Awards (hereinafter referred to as the "RSA"), is free from any violation of laws, the Company' s work rules and ethical management best-practice principles in the first year, 30% shares will be vested in the employee, and multiplying by the overall weight and then by personal weight.

(2) Response action if the Company' s overall performance and employees' personal performance fail to satisfy the vested conditions:

When the Company' s overall performance fails to satisfy the vested conditions, the Company should buy back the RSA subscribed for pursuant to the Regulations in whole at the issue price upon expiration of the vested period, and cancel the same. When the employees' personal performance fails to satisfy the vested conditions, the Company should buy back the employees' shares in whole at the issue price, and cancel the same.

(3) Response action against any employee' s termination of employment, retirement,

occupational sickness, death or general death, transfer to any affiliate and leave without pay:

- (a) Any employee who terminates the employment voluntarily, or is laid off for incompetency, dismissed or retired, or dies of any causes other than occupational disasters shall be considered forfeiting the qualification to satisfy the vested conditions on the date of termination of employment, retirement or death. The shares that fail to satisfy the vested conditions should be bought back by the Company in whole at the issued price.
- (b) Where any employee who is laid off for incompetency pursuant satisfies any other vested conditions defined by Article 7 herein in the year of the layoff, the shares that satisfy the vested conditions shall refer to the quantity of shares after the number of the employee' s service days in the same year multiplies by the quantity of vested shares agreed for the same year as referred to in Article 7 herein. The other shares that fail to satisfy the vested conditions shall be considered forfeiting the qualification to satisfy the vested conditions on the date of the employee' s termination of employment and should be bought back by the Company in whole at the issue price.
- (c) For employees who become disabled or die due to occupational disasters:
Where any employee who cannot keep performing his/her job duty due to physical disability or death satisfies the other vested conditions defined by Article 7 herein: in the year of his/her termination of employment or death shall be considered satisfying the vested conditions for the then year upon expiration of the vested period in the same year, but forfeiting the qualification to satisfy the vested conditions for the next year or the year after next. The shares that fail to satisfy the vested conditions should be bought back by the Company in whole at the issue price.
- (d) Transfer to affiliates:
To satisfy the Company' s business needs, for the Company' s employees who are required to be transferred to the Company' s affiliates per the Company' s requirement and authorization, their vested conditions shall also be authorized per the Company' s requirement when they are serving in the affiliates.
- (e) Leave without pay:
Where any employee who takes the leave without pay upon the Company' s approval satisfies the other vested conditions defined in Article 7 herein in the year when the leave without pay takes effect, for the RSAs that have not been vested in him/her, his/her employment seniority as defined in Article 7 herein shall be postponed relatively subject to the number of days for his/her leave without pay.
- (f) The RSAs bought back by the Company pursuant to the Regulations will be canceled.

D Employees' qualifications and quantity of shares distributable to, or subscribable for by, employees:

- (1) Limited to the full-time employees officially enrolled into the Company's organization on the same date of granting of the RSAs. The employees who are allowed to subscribe for the same and subscribable quantity of shares will be authorized by the Chairman, subject to the employees' seniority, job rank/grade, work performance, overall contribution or special achievements, or other management requirements, and submitted to the Board of Directors for approval.
- (2) Where the Company issues employee stock warrants under Paragraph 1, Article 56-1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, the cumulative number of shares subscribable for by a single warrant holder of the employee stock warrants, in combination with the cumulative number of RSAs obtained by the single warrant holder, may not exceed 0.3 percent of the Company's total issued shares, and the above in combination with the cumulative number of shares subscribable for by the single warrant holder of employee stock warrants issued by the Company under Paragraph 1, Article 56 of the same Regulations, may not exceed 1% of the Company's total issued shares.

E The reasons why it is necessary to issue the RSAs:

The Company desires to recruit and retain the professionals required by the Company and raise the employees' loyalty and sense of belonging toward the Company, in order to create profit for the Company and shareholders at the same time.

F The expensable amount, the dilution of the Company's EPS, and any other impact on shareholders' equity:

(1) Expensable amount:

If the Company's common stocks are estimated based on the imputed closing price, NT\$143, on February 4, 2021, the expensable amounts will be NT\$88,576 thousand, NT\$40,688 thousand, NT\$15,717 thousand and NT\$1,282 thousand, respectively, in 2021, 2022, 2023 and 2024.

(2) The dilution of the Company's EPS, and any other impact on shareholders' equity:

Based on the defined vested conditions, and subject to the Company's outstanding shares, the dilution of the Company's EPS caused by such expensable amounts will be NT\$0.73, NT\$0.34, NT\$0.13 and NT\$0.01 in 2021, 2022, 2023 and 2024, which is considered as limited. Therefore, no significant impact is posed on the shareholders' equity.

3. Other important agreements: Employees who subscribe this issue of restricted shares shall refer the shares under trust custody upon meeting the established condition. The vested shares shall be allocated to the relevant employee's personal central depository account from the trust account within one month upon satisfaction of the vested conditions.
4. This issue of restricted shares will be declared with the competent authority at one time or several times within 1 year after the Shareholders Meeting's resolution. It may offer in a lump sum or

in tranches as needed within 1 year after the competent authority' s approval and the date of notice for effective issuance. The Board shall be authorized to set the actual day of issuance.

5. The conditions for the offering of this issue of employee restricted shares may be subject to revision or rectify due to the instruction of the competent authority, an amendment to applicable laws, or changes in the financial market or objective environment. We ask the Shareholders Meeting to authorize the Board or the authorized agent of the Board to respond to the aforementioned situations with full discretion.
6. Any other restrictions or important arrangements or anything not mentioned in this issue of employee restricted shares shall be governed by applicable laws and the Offering Regulations.

Voting Results :

Number of shares presented at the time of voting	For	Against	Abstained	Invalid
82,961,530 votes*	81,938,049 votes*	145,710 votes*	877,771 votes*	0 votes*
(81,175,740 votes)	(80,158,299 votes)	(145,710 votes)	(871,731 votes)	

* including votes casted electronically (number in brackets)

RESOLVED, the above proposal was accepted as submitted.

Motion no. 3: [Proposed by the Board]

Cause of motion:

Election of Directors presented for decision.

Description:

1. The term of office for this Board will expire on 05/31/2021. We propose the 2021 General Meeting of Shareholders to elect a new Board with 7 seats of Directors (including 3 Independent Directors) pursuant to Article 16 of the Articles of Incorporation.
2. The new Directors shall assume office at the conclusion of the 2021 General Meeting of Shareholders with a tenure of 3 years in office. In compliance with "Measures for public companies to postpone shareholders' meetings for pandemic prevention" of FSC, the tenure starts on 08/20/2021 and expires on 08/19/2024. The tenure of the Directors of the previous term shall end at the time the new Directors assume office.
3. ASRock adopts the nomination of candidate system for the election of Directors under the Articles of Incorporation. Shareholders shall elect the list of candidates to the seats of Directors. The information related to candidates is detailed as follows:

Name List of Candidates for Directors (a total of 4 candidates)

Name	Education	Experience	Present position	Shareholding
Tung, Hsu-Tien	Bachelor degree in Electrical Engineering, National Taiwan University	Assistant Vice President, ASUSTeK Computer Inc.	Senior Vice President: Pegatron Corporation Chairman: Top Quark Ltd. Executive Director: Digitek (Chongqing) Limited	0
Representative of Asus Investment Inc.: Tung, Tzu-Hsien	Honorary Ph.D in Engineering, National Taipei University of Technology Master degree in Computer and Communication Engineering, National Taipei University of Technology	Vice Chairman, ASUSTeK Computer Inc.	Chairman: Pegatron Corporation (and also CEO) Pegavision Corporation Kinsus Investment Co., Ltd. Lumens Digital Optics Inc. Huawei Investment Co., Ltd. Huayu Investment Co., Ltd. Huaxu Investment Co., Ltd. RI-KUAN Metal Corporation Aquamax Corporation Fisfisa Media Co., Ltd. Directors: Kinsus Interconnect Technology Corp. AzureWave Technologies, Inc. FuYang Technology Corporation Huayong Investment Co., Ltd. AS FLY Travel Service Co., Ltd. Huawei Investment Limited Pega International Limited Casetek Holdings Limited(Cayman) Pegatron Holding Ltd. Unihan Holding Ltd. Magnificent Brightness Limited Casetek Holdings Ltd. Protek Global Holdings Ltd.	57,217,754

Name	Education	Experience	Present position	Shareholding
			Digitek Global Holdings Ltd. Kinsus Corp.(USA) Pegatron Holland Holding B.V. Powtek Holdings Limited Cotek Holdings Limited Grand Upright Technology Limited Aslink Precision Co., Ltd. Q Place Creative Inc. Alliance Cultural Foundation Hanguang Education Foundation Lung Yingtai Cultural Foundation Andrew T. Huang Medical Education Promotion Fund Fair Winds Foundation Bridge Across the Strait Foundation Fullfoods Foundation Bulareyaung Dance and Cultural Foundation National Chung-Shan Institute of Science and Technology Cloud Gate Culture and Arts Foundation Chairman: Chinese Cultural and Creative Development Association Vice Chairman: Monte Jade Science & Technology Association of Taiwan Director: Taipei Computer Association Supervisor: National Performing Arts Center,	

Name	Education	Experience	Present position	Shareholding
			Ministry of Culture	
Representative of Asus Investment Inc.: Cheng, Kuang- Chin	Master degree in Computer Science and Information Engineering, Tamkang University	Assistant Vice President, ASUSTeK Computer Inc.	R&D Vice President: Pegatron Corporation	57,217,754
Representative of Asus Investment Inc.: Hsu, Lung-Lun	Bachelor degree in Electrical Engineering, National Taiwan University Master degree in Electrical Engineering, National Taiwan University	Section Head, R&D Dept., ASUSTeK Computer Inc.	President: ASRock Incorporation Chairman & CSO: ASRock Rack Director: Yah Boo International Trading Co., Ltd. ASIAROCK TECHNOLOGY LTD. LEADER INSIGHT HOLDINGS LTD. FIRSTPLACE INTERNATIONAL LTD. CALROCKHOLDINGS, LLC ASRock America, Inc.	57,217,754

Name List of Candidates for Independent Directors (a total of 3 candidates)

Name	Education	Experience	Present position	Shareholding
Wei, Ai	Ph.D. in East Asian Studies, National Cheng-Chi University Master degree in Fletcher School of Law and Diplomacy, Tufts University Bachelor degree in Economics, National Cheng-Chi University	Director/Associate Professor, Graduate Institute of East Asian Studies, National Cheng-Chi University Chief Secretary, Secretariat of National Cheng-Chi University Government shareholder's representative, Hua Nan Financial Holdings Associate Professor,	Director: Cross-Strait Economic and Political Research Center, College of International Affairs, National Cheng-Chi University Vice Chairman: Bridge Across the Strait Foundation Adjunct Professor: Graduate Institute of East Asian Studies, National Cheng-Chi University	0

		Department of Public Finance, National Cheng-Chi University Vice Convener of Economy Group, Institute of International Relations, National Cheng-Chi University Visiting Scholar, Stanford University		
	<p>Reasons for continued nomination of an independent director for three consecutive terms: Mr. Wei, Ai has served as an independent director in the Company for three consecutive terms. In consideration of his character and ethical conduct that won affirmative recognition, he is held satisfying the independence requirements before the election and during his service. Besides, as he holds the position as the convener of the Company' s Audit Committee and Remuneration Committee, he is very experienced in industries and also well familiar with the Company' s operations. He is a very important consultant for the Board of Directors, who may judge the Company' s affairs independently and provide relevant objective opinions and thereby would help the supervision of the Company' s operations and protection of shareholders' equity.</p>			
Wu, Chin-Jung	Master degree in Industrial Educations, National Taiwan Normal University Bachelor degree in Chemical Engineering, National Taiwan University	Senior Advisor, iSuppli President, Taiwan of Dataquest Manager, IGEE Technology Inc. Factory Manager, KUNG-JIM Chemical Co., Ltd. Lecturer, Hungkuang University	President: Explore Microelectronics Inc.	0
	<p>Reasons for continued nomination of an independent director for three consecutive terms: Mr. Wu, Chin-Jung has served as an independent director in the Company for three consecutive terms. As he is well experienced in commerce and finance, he can provide important recommendations to the Company and is also held satisfying the independence requirements before the election and during his service. Though he has been elected as an independent director in the Company for three consecutive terms, the Company still needs to rely on his expertise to supervise the Board of Directors and seek professional comments from him.</p>			

Ouhyoung, Ming	Ph.D. in Computer Science, North Carolina State University at Chapel Hill Master degree in , Electrical Engineering(Computing Group), National Taiwan University Bachelordegree in Electrical Engineering, National Taiwan University	Chair/Director, Department of Computer Science & Information Engineering, National Taiwan University Associate Dean, College of Electrical Engineering and Computer Science, National Taiwan University Research Fellow, MTS, AT&T Bell Laboratory N.J. USA	Adjunct Professor: Department of Computer Science & Information Engineering, National Taiwan University Graduate Institute of Networking and Multimedia, National Taiwan University	0
Reasons for continued nomination of an independent director for three consecutive terms: N/A.				

4. Please proceed with the election in accordance with the Company' s "Regulations Governing Election of Directors" .

Voting Results :

Declared elected by the Chairman of the list is as follows:

Title	Name	Votes Received
Director	Tung, Hsu-Tien	78,544,859
Director	Representative of Asus Investment Inc.: Tung, Tzu-Hsien	76,969,132
Director	Representative of Asus Investment Inc.: Cheng, Kuang-Chin	76,669,798
Director	Representative of Asus Investment Inc.: Hsu, Lung-Lun	76,117,406
Independent Director	Wei, Ai	75,686,181
Independent Director	Wu, Chin-Jung	75,670,909
Independent Director	Ouhyoung, Ming	75,026,467

Motion no. 4: [Proposed by the Board].

Cause of motion:

Proposal for Termination of Non-Competition Restriction on New Directors for decision.

Description:

1. According to Article 209 of the Company Act, Directors shall explain the essential content to the Board of any act falling within the scope of operation of ASRock for themselves or a third party and request for permission.
2. Propose to Proposal for Termination of Non-Competition Restriction on New Directors and their representatives and the candidates' additional post to the seats of Directors (including Independent Directors) as below.

Title	Name	Position and Company
Director	Tung, Hsu-Tien	Senior President: Pegatron Corporation Chairman: Top Quark Ltd. Executive Director: Digitek (Chongqing) Limited
Director	Representative of Asus Investment Inc.: Tung, Tzu-Hsien	Chairman: Pegatron Corporation (and also CEO) Pegavision Corporation Kinsus Investment Co., Ltd. Lumens Digital Optics Inc. Huawei Investment Co., Ltd. Huayu Investment Co., Ltd. Huaxu Investment Co., Ltd. RI-KUAN Metal Corporation Aquamax Corporation Fisfisa Media Co., Ltd. Director: Kinsus Interconnect Technology Corp. AzureWave Technologies, Inc. FuYang Technology Corporation Huayong Investment Co., Ltd. AS FLY Travel Service Co., Ltd. Huawei Investment Limited Pega International Limited Casetek Holdings Limited(Cayman) Pegatron Holding Ltd. Unihan Holding Ltd. Magnificent Brightness Limited Casetek Holdings Ltd. Protek Global Holdings Ltd. Digitek Global Holdings Ltd. Kinsus Corp.(USA) Pegatron Holland Holding B.V.

Title	Name	Position and Company
		Powtek Holdings Limited Cotek Holdings Limited Grand Upright Technology Limited Aslink Precision Co., Ltd. Q Place Creative Inc. Alliance Cultural Foundation Hanguang Education Foundation Lung Yingtai Cultural Foundation Andrew T. Huang Medical Education Promotion Fund Fair Winds Foundation Bridge Across the Strait Foundation Fullfoods Foundation Bulareyaung Dance and Cultural Foundation National Chung-Shan Institute of Science and Technology Cloud Gate Culture and Arts Foundation Chairman: Chinese Cultural and Creative Development Association Vice Chairman: Monte Jade Science & Technology Association of Taiwan Director: Taipei Computer Association Supervisor: National Performing Arts Center, Ministry of Culture
Director	Representative of Asus Investment Inc.: Cheng, Kuang-Chin	R&D Vice President: Pegatron Corporation
Director	Representative of Asus Investment Inc.: Hsu, Lung-Lun	President: ASRock Incorporation Chairman & CSO: ASRock Rack Director: Yah Boo International Trading Co., Ltd. ASIAROCK TECHNOLOGY LTD. LEADER INSIGHT HOLDINGS LTD. FIRSTPLACE INTERNATIONAL LTD. CALROCKHOLDINGS, LLC ASRock America, Inc.
Independent Director	Wei, Ai	Vice Chairman: Bridge Across the Strait Foundation Director: Cross-Strait Economic and Political Research Center, College of International Affairs, National Cheng-Chi University Adjunct Professor: Graduate Institute of East Asian Studies, National Cheng-Chi University
Independent Director	Wu, Chin-Jung	President: Explore Microelectronics Inc.

Title	Name	Position and Company
Independent Director	Ouhyoung, Ming	Adjunct Professor: Department of Computer Science & Information Engineering, National Taiwan University Graduate Institute of Networking and Multimedia, National Taiwan University

Voting Results :

Number of shares presented at the time of voting	For	Against	Abstained	Invalid
82,961,530 votes*	77,178,170 votes*	1,388,605 votes*	4,394,755 votes*	0 votes*
(81,175,740 votes)	(75,398,420 votes)	(1,388,605 votes)	(4,388,715 votes)	

* including votes casted electronically (number in brackets)

RESOLVED, the above proposal was accepted as submitted.

Shareholder (No. 12810) had some queries on Motion no. 2~4 of the Discussion and Election Items. The Chairman as well as person in charge responded accordingly.

IV \ Questions and Motions : None.

V \ Adjournment of meeting : There being no other motions, the meeting was adjourned .

(Note : This minutes is extracted from the 2021 Annual General Shareholders' Meeting, the details are subject to the audio and video recording.)

Chairman: Tung, Hsu-Tien

Recorder: Lee, Hui-Ju

[Appendix 1]

ASRock Incorporation

2020 Business Report

Dear shareholders, it is indeed a great pleasure to have your presence in this regular session of the 2021 Shareholders Meeting. The PC market was so unpredictable in 2020. The quarantine policy in Mainland China in the 1st quarter of the year for containing the spread of COVID-19 resulted in an abrupt severance of the supply chain in PC production in the short run. As such, global shipment plummeted. The 2nd quarter of the year was also clouded by the pandemic, which triggered and simulated the practice of working, learning, and entertaining at home. The manufacturing sector in Mainland China also resumed normal production at this point in time, which contributed to the significant growth in the shipment of related electronic products. According to a research of IDC, global PC shipment increased by 13.1% in 2020, which was a record high in 10 years.

The growth of demand is much higher than expected. It was echoed with a number of other factors, including the China-US trade war and the scarcity of sea-air transport service worldwide, to the extent that shortage in supply of the industry change deteriorated quarter after quarter. This was indeed a severe challenge to the enterprises that demanded solutions from any possible means. The shortage in supply also triggered the sustained rising price of upstream semiconductor parts and components and freight. The strong appreciation of the NT Dollar also compelled the downstream enterprises to adjust their prices while providing the consumers with products at the best performance/price ratio. The effort of all has not been made in vain. ASRock has performed splendidly with sound results. The revenue of the year was unprecedented at a growth rate of 33.5%. Both the operating income and pre-tax profit increased a manifold.

Financial and Business Performance

The launch of differentiated products for market segmentation and the enhancement of brand image with concentration at specific areas of operation contributed to the performance of the motherboard sector in 2020. The diversified development strategy also yielded sound results, including the servers and display card, which continued to enjoy strong growth in 2020 and vitalized the operation in diversity.

ASRock had consolidated revenue of NT\$17,910 million in 2020, which was an increase of 33.5% from NT\$13,420 million in the same period of 2019. All product lines benefited from new products and product portfolios, which helped to drive up the gross margin. As such, ASRock had a gross margin of 21.5% in 2020, which was an increase of 3.3% from 18.2% in the same period of 2019. The enlargement of the scale of operation and the proper control of operating expenses allowed ASRock to yield consolidated net income amounting to NT\$1,360 million, which was an increase of 128% from NT\$600 million in the same period of 2019. Information on the Consolidated Financial Statements of ASRock Inc. is shown in the table below:

Unit: NT\$ 100 million

Item	2020 (consolidated)		2019 (consolidated)	
	Amount	%	Amount	%
Revenue	179.1	100.0%	134.2	100.0%
Gross profit	38.5	21.5%	24.4	18.2%
Operating expenses	19.9	11.1%	16.7	12.4%
Operating income	18.6	10.4%	7.7	5.7%
Pre-tax profit	18.6	10.4%	7.8	5.8%
Net income (Owner of the parent company)	13.6	7.6%	6.0	4.4%
Earnings per share after taxation (NT\$)	11.3		4.95	

Note: No financial forecast was disclosed in 2020. Budget attainment is not applicable here.

[Appendix 2]

ASRock Incorporation Auditing Committee Review Report

This is to approve

The Board has prepared the Business Reports, Financial Statements (including separate and consolidated financial statements), and the proposal of earnings for 2020. The financial statements have been audited by Yang,Chih-Hui and Yu, Chien-Ju, CPAs of Ernst & Young, with the issuance of Auditor's Report. We have reviewed the aforementioned Business Reports, Financial Statements, and Proposals for Distribution of Earnings, confirming the requirements. 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: Wei, Ai

Feb. 24, 2021

Independent Auditors' Report Translated from Chinese

To ASROCK INC.

Opinion

We have audited the accompanying balance sheets of ASROCK INC.(the “Company”) as of December 31, 2020 and 2019, and the related statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2020 and 2019, 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, 2020 and 2019, and its financial performance and cash flows for the years ended December 31, 2020 and 2019, 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 auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the “Norm”), and we have fulfilled our other ethical responsibilities in accordance with the Norm. Based on our audits and the reports of other auditors, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of 2020 parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Investments accounted for using equity method - Inventory of Subsidiary

The net carrying value of inventory as of December 31, 2020 for ASROCK INC.'s investments accounted for using equity method - Inventory of Subsidiary was significant to the parent company only financial statements. ASROCK INC. and subsidiaries'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 judgement, 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 5 and 6 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 items 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 prices 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 4, 5 and 6 of the parent company only financial statements.

Other Matter - Making Reference to the Audits of Component Auditors

We did not audit the parent company only financial statements of certain investments accounted for using equity method whose statements are based solely on the reports of other auditors. These investments accounted for using equity method amounted to \$675,353 thousand and \$573,720 thousand, representing 6.81% and 7.00% of the parent company only total assets as of December 31, 2020 and 2019, respectively. The related share of profit or loss of subsidiaries, associates and joint ventures accounted for using equity method amounted to \$155,464 thousand and \$ 39,298 thousand, representing 9.98% and 5.74% of the profit before tax for the years ended December 31, 2020 and 2019.

Responsibilities of Management and Those Charged with Governance for the Parent Company Only 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.

Auditor's Responsibilities for the Audit of the Parent Company Only Financial Statements

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

As part of an audit in accordance with auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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 a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the accompanying notes, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company 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 applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2020 parent company only 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 communication.

Yang, Chih-Huei
Yu, Chien-Ju

Ernst & Young, Taiwan
February 24, 2021

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 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 auditing standards generally accepted in 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.

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese
ASROCK INC.
PARENT COMPANY ONLY BALANCE SHEETS
December 31, 2020 and 2019
(Expressed in Thousands of New Taiwan Dollars)

Assets	Notes	As of			
		December 31, 2020	%	December 31, 2019	%
Current assets					
Cash and cash equivalents	4,6(1)	\$1,508,440	15	\$687,289	9
Financial assets measured at amortized cost - current	4,6(2),6(12)	486,206	5	602,000	7
Accounts receivable, net	4,5,6(3),6(12)	441,609	4	528,677	7
Accounts receivable - related parties, net	4,5,6(3),6(12),7	1,592,011	16	1,257,946	15
Inventories, net	4,5,6(4)	1,367,370	14	755,808	9
Other current assets	7	79,693	1	89,740	1
Total current assets		5,475,329	55	3,921,460	48
Non-current assets					
Investments accounted for using equity method	4,6(5)	4,332,169	44	4,182,137	52
Property, plant and equipment	4,6(6),7	21,405	-	26,757	-
Right-of-use assets	4,6(13)	30,671	-	23,537	-
Intangible assets	4,6(7)	570	-	646	-
Deferred tax assets	4,5,6(17)	43,274	1	32,674	-
Guarantee deposits paid		11,326	-	9,317	-
Other non-current assets		3,824	-	-	-
Total non-current assets		4,443,239	45	4,275,068	52
Total assets		\$9,918,568	100	\$8,196,528	100

(Continued)

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese
ASROCK INC.
PARENT COMPANY ONLY BALANCE SHEETS
December 31, 2020 and 2019
(Expressed in Thousands of New Taiwan Dollars)

Liability and Equity	Notes	As of			
		December 31, 2020	%	December 31, 2019	%
Current liabilities					
Accounts payable		\$17,835	-	\$14,561	-
Accounts payable - related parties	7	2,188,109	22	1,343,746	16
Other payables	7	410,447	4	296,651	4
Current tax liabilities	4,5,6(17)	198,539	2	123,975	2
Lease liabilities - current	4,6(13)	13,674	-	12,190	-
Other current liabilities	4,7	133,343	1	146,287	2
Total current liabilities		<u>2,961,947</u>	<u>29</u>	<u>1,937,410</u>	<u>24</u>
Non-current liabilities					
Deferred tax liabilities	4,5,6(17)	228	-	-	-
Lease liabilities - non-current	4,6(13)	17,231	-	11,591	-
Net defined benefit liabilities	4,5,6(8)	37,854	1	29,581	-
Credit balance of investments accounted for using equity method	4,6(5)	-	-	20,602	-
Total non-current liabilities		<u>55,313</u>	<u>1</u>	<u>61,774</u>	<u>-</u>
Total liabilities		<u>3,017,260</u>	<u>30</u>	<u>1,999,184</u>	<u>24</u>
Equity					
Share capital					
Ordinary share	6(9)	1,206,424	12	1,206,472	15
Capital surplus	6(5),6(9),6(10)	<u>3,134,705</u>	<u>32</u>	<u>3,129,659</u>	<u>38</u>
Retained earnings					
Legal reserve	6(9)	1,209,419	12	1,149,884	14
Special reserve	6(9)	279,336	3	186,407	2
Unappropriated retained earnings	6(5),6(9),6(10)	1,544,081	16	822,460	10
Total retained earnings		<u>3,032,836</u>	<u>31</u>	<u>2,158,751</u>	<u>26</u>
Other equity interest	4,6(10)	<u>(472,657)</u>	<u>(5)</u>	<u>(297,538)</u>	<u>(3)</u>
Total equity		<u>6,901,308</u>	<u>70</u>	<u>6,197,344</u>	<u>76</u>
Total liabilities and equity		<u>\$9,918,568</u>	<u>100</u>	<u>\$8,196,528</u>	<u>100</u>

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

ASROCK INC.

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME

For the years ended December 31, 2020 and 2019

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

Accounting Items	Notes	For the years ended December 31,			
		2020	%	2019	%
Operating revenues	4,5,6(11),7	\$12,577,723	100	\$9,171,372	100
Operating costs	6(4),6(14),7	(10,472,888)	(83)	(7,891,651)	(86)
Gross profit		2,104,835	17	1,279,721	14
Unrealized intercompany profit		(133,313)	(1)	(81,456)	(1)
Realized intercompany profit		81,456	-	94,811	1
Net gross profit		2,052,978	16	1,293,076	14
Operating expenses	4,6(7),6(8),6(10) 6(13),6(14),7				
Sales and marketing expenses		(293,649)	(2)	(255,485)	(3)
General and administrative expenses		(175,545)	(1)	(136,251)	(1)
Research and development expenses		(484,401)	(4)	(394,600)	(4)
Expected credit losses	6(12)	(345)	-	(447)	-
Total operating expenses		(953,940)	(7)	(786,783)	(8)
Net operating income		1,099,038	9	506,293	6
Non-operating income and expenses	6(15)				
Interest income		12,009	-	13,380	-
Other income	7	84,963	1	39,719	-
Other gains and losses		(48,913)	-	(14,601)	-
Finance costs		(312)	-	(906)	-
Share of profit or loss of subsidiaries, associates and joint ventures accounted for using equity method	4,6(5)	411,692	3	141,270	2
Total non-operating income and expenses		459,439	4	178,862	2
Profit from continuing operations before tax		1,558,477	13	685,155	8
Income tax expenses	4,5,6(17)	(195,385)	(2)	(87,678)	(1)
Profit from continuing operations		1,363,092	11	597,477	7
Profit		1,363,092	11	597,477	7
Other comprehensive income	4,6(8),6(16)				
Items that will not be reclassified subsequently to profit or loss					
Losses on remeasurements of defined benefit plans		(7,364)	-	(3,109)	-
Income tax related to items that will not be reclassified to profit or loss		1,473	-	622	-
Items that may be reclassified subsequently to profit or loss					
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		(193,321)	(2)	(92,929)	(1)
Other comprehensive income, net of tax		(199,212)	(2)	(95,416)	(1)
Total comprehensive income		\$1,163,880	9	\$502,061	6
Earnings per share(NT\$):	6(18)				
Earnings per share - basic					
Profit from continuing operations		\$11.30		\$4.95	
Profit		\$11.30		\$4.95	
Earnings per share - diluted	6(18)				
Profit from continuing operations		\$11.22		\$4.92	
Profit		\$11.22		\$4.92	

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

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese
ASROCK INC.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
For the years ended December 31, 2020 and 2019
(Expressed in Thousands of New Taiwan Dollars)

	Retained earnings					Total other equity interest				Total equity
	Share capital	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Deferred compensation cost	Treasury stock		
Balance as of January 1,2019	\$1,207,456	\$3,131,054	\$1,090,592	\$305,453	\$650,142	\$(186,407)	\$(82,494)	\$(480)	\$6,115,316	
Appropriation and distribution of 2018 retained earnings										
Legal reserve appropriated	-	-	59,292	-	(59,292)	-	-	-	-	
Cash dividends of ordinary share	-	-	-	-	(482,791)	-	-	-	(482,791)	
Reversal of special reserve	-	-	-	(119,046)	119,046	-	-	-	-	
Profit in 2019	-	-	-	-	597,477	-	-	-	597,477	
Other comprehensive income,net of tax in 2019	-	-	-	-	(2,487)	(92,929)	-	-	(95,416)	
Total comprehensive income	-	-	-	-	594,990	(92,929)	-	-	502,061	
Treasury stock acquired	-	-	-	-	-	-	-	(504)	(504)	
Treasury stock cancelled	(984)	-	-	-	-	-	-	984	-	
Changes in subsidiaries' ownership	-	(6,537)	-	-	(31)	-	-	-	(6,568)	
Share-based payment transaction	-	5,142	-	-	396	-	64,292	-	69,830	
Balance as of December 31,2019	<u>\$1,206,472</u>	<u>\$3,129,659</u>	<u>\$1,149,884</u>	<u>\$186,407</u>	<u>\$822,460</u>	<u>\$(279,336)</u>	<u>\$(18,202)</u>	<u>\$-</u>	<u>\$6,197,344</u>	
Balance as of January 1,2020	\$1,206,472	\$3,129,659	\$1,149,884	\$186,407	\$822,460	\$(279,336)	\$(18,202)	\$-	\$6,197,344	
Appropriation and distribution of 2019 retained earnings										
Legal reserve appropriated	-	-	59,535	-	(59,535)	-	-	-	-	
Special reserve appropriated	-	-	-	92,929	(92,929)	-	-	-	-	
Cash dividends of ordinary share	-	-	-	-	(482,570)	-	-	-	(482,570)	
Profit in 2020	-	-	-	-	1,363,092	-	-	-	1,363,092	
Other comprehensive income,net of tax in 2020	-	-	-	-	(5,891)	(193,321)	-	-	(199,212)	
Total comprehensive income	-	-	-	-	1,357,201	(193,321)	-	-	1,163,880	
Treasury stock acquired	-	-	-	-	-	-	-	(48)	(48)	
Treasury stock cancelled	(48)	-	-	-	-	-	-	48	-	
Difference between consideration and carrying amount of subsidiaries acquired or disposed	-	335	-	-	(27)	-	-	-	308	
Changes in subsidiaries' ownership	-	(261)	-	-	-	-	-	-	(261)	
Share-based payment transaction	-	4,972	-	-	(519)	-	18,202	-	22,655	
Balance as of December 31,2020	<u>\$1,206,424</u>	<u>\$3,134,705</u>	<u>\$1,209,419</u>	<u>\$279,336</u>	<u>\$1,544,081</u>	<u>\$(472,657)</u>	<u>\$-</u>	<u>\$-</u>	<u>\$6,901,308</u>	

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

Note:For the years ended December 31,2019, compensation of employees amounted to \$49,731 thousand and remuneration of directors amounted to \$4,973 thousand, respectively.
For the years ended December 31, 2020, compensation of employees amounted to \$129,435 thousand and remuneration of directors amounted to \$12,944 thousand, respectively.
The amounts were deducted from comprehensive income for the years ended December 31,2019 and 2020.

ASROCK INC.

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS

For the years ended December 31, 2020 and 2019

(Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31,	
	2020	2019
Cash flows from operating activities:		
Profit before tax	\$1,558,477	\$685,155
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	21,917	21,609
Amortization expense	1,198	1,786
Expected credit losses	345	447
Interest expenses	312	906
Interest income	(12,009)	(13,380)
Compensation cost arising from employee stock options	22,655	69,830
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	(411,692)	(141,270)
Unrealized intercompany profit from sale	133,313	81,456
Realized intercompany profit from sale	(81,456)	(94,811)
Changes in operating assets and liabilities:		
Decrease (Increase) in accounts receivable, net	86,723	(215,978)
Increase in account receivable-related parties	(334,065)	(96,650)
(Increase) Decrease in inventories, net	(611,562)	187,335
Decrease in other current assets	9,455	5,794
Increase in accounts payable	3,274	9,247
Increase in other payables-related parties	844,363	384,294
Increase in other payables	113,796	38,521
(Decrease) Increase in other current liabilities	(12,944)	27,214
Increase in net defined benefit liabilities	909	914
Cash generated from operations	1,333,009	952,419
Income taxes paid	(129,720)	(53,313)
Net cash provided by operating activities	1,203,289	899,106
Cash flows from investing activities:		
Acquisition of financial assets measured at amortized cost	-	(161,600)
Proceed from disposal of financial assets measured at amortized cost	115,794	-
Acquisition of investments accounted for using equity method	(4,073)	(304,886)
Acquisition of property, plant and equipment	(13,704)	(5,744)
Proceed from disposal of property, plant and equipment	11,196	-
Increase in guarantee deposits paid	(2,009)	-
Decrease in guarantee deposits paid	-	354
Acquisition of intangible assets	(1,122)	(988)
Increase in other non-current assets	(3,824)	-
Interest received	12,601	12,229
Net cash provided by (used in) investing activities	114,859	(460,635)
Cash flows from financing activities:		
Decrease in short-term loans	-	(44,305)
Cash payments for the principal portion of the lease liability	(14,379)	(11,965)
Cash dividends	(482,570)	(482,791)
Treasury stock acquired	(48)	(504)
Interest paid	-	(579)
Net cash used in financing activities	(496,997)	(540,144)
Net increase (decrease) in cash and cash equivalents	821,151	(101,673)
Cash and cash equivalents, beginning of the year	687,289	788,962
Cash and cash equivalents, end of the year	\$1,508,440	\$687,289

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

Declaration

Since the companies to be included in the consolidated financial statements 2020 (from January 1 to December 31, 2020) under the “Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises” are identical with the companies for inclusion in the consolidated financial statements of parent company and subsidiaries under IFRS 10. The information presented in the consolidated financial statements of affiliates has also been disclosed in the aforementioned consolidated financial statements of parent company and subsidiaries, the Company, therefore, will not prepare the consolidated financial statements of affiliates separately.

Your attention is appreciated

Company Name: ASRock Incorporation

Legal Representative: Tung, Hsu-Tien

Feb. 24, 2021

Independent Auditors' Report Translated from Chinese

To ASROCK INC.

Opinion

We have audited the accompanying consolidated balance sheets of ASROCK INC.(the “Company”) and its subsidiaries (collectively the “Group”) as of December 31, 2020 and 2019, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2020 and 2019, and notes to the consolidated financial statements, including the summary of significant accounting policies (collectively “the consolidated financial statements”).

In our opinion, based on our audits and the reports of other auditors (please refer to the Other Matter paragraph), the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of December 31, 2020 and 2019, and their consolidated financial performance and cash flows for the years ended December 31, 2020 and 2019, 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 and became effective 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 auditing standards generally accepted in 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 Company and its subsidiaries in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the “Norm”), and we have fulfilled our other ethical responsibilities in accordance with the Norm. Based on our audits and the reports of other auditors, We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of 2020 consolidated financial statements. 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, 2020 for ASROCK INC. and its subsidiaries amounted to \$5,830,442 thousand, which accounted for 50 % 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 judgement, 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 5 and 6 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 and its subsidiaries 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 4, 5 and 6 of consolidated financial statements.

Other Matter - Making Reference to the Audits of Component Auditors

We did not audit the financial statements of certain consolidated subsidiaries, which statements reflect total assets of \$2,106,436 thousand and \$754,516 thousand, constituting 17.98% and 7.34% of consolidated total assets as of December 31, 2020 and 2019, respectively, and total operating revenues of \$7,937,631 thousand and \$2,938,050 thousand, constituting 44.32 % and 21.90 % of consolidated operating revenues for the years ended December 31, 2020 and 2019, respectively. 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.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the 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.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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 auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its subsidiaries to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the accompanying notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2020 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 communication.

Other

We have audited and expressed an unqualified opinion including Other Matter Paragraph on the parent company only financial statements of the Company as of and for the years ended December 31, 2020 and 2019.

Yang, Chih-Huei

Yu, Chien- Ju

Ernst & Young, Taiwan

February 24, 2021

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 auditing standards generally accepted in 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.

English Translation of Consolidated Financial Statements Originally Issued in Chinese
ASROCK INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
December 31, 2020 and 2019
(Expressed in Thousands of New Taiwan Dollars)

Assets	Notes	As of			
		December 31, 2020	%	December 31, 2019	%
Current assets					
Cash and cash equivalents	4,6(1)	\$2,763,147	23	\$2,036,151	20
Financial assets measured at amortized cost - current	4,6(2),6(11),8	662,409	6	781,240	8
Accounts receivable, net	4,6(3),6(11)	1,632,537	14	1,571,989	15
Accounts receivable - related parties, net	4,6(3),6(11),7	16,629	-	48,798	-
Inventories, net	4,6(4)	5,830,442	50	4,991,711	49
Other current assets	7	204,325	2	276,248	3
Total current assets		11,109,489	95	9,706,137	95
Non-current assets					
Financial assets measured at amortized cost - non-current	4,6(2),6(11),8	157,552	2	140,324	1
Property, plant and equipment	4,6(5)	240,208	2	251,843	2
Right-of-use assets	4,6(12)	78,416	-	56,717	1
Intangible assets	4,6(6),7	6,775	-	2,992	-
Deferred tax assets	4,5,6(16)	99,849	1	88,974	1
Guarantee deposits paid		18,652	-	12,750	-
Other non-current assets		4,870	-	6,435	-
Total non-current assets		606,322	5	560,035	5
Total assets		\$11,715,811	100	\$10,266,172	100

(Continued)

English Translation of Consolidated Financial Statements Originally Issued in Chinese
ASROCK INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
December 31, 2020 and 2019
(Expressed in Thousands of New Taiwan Dollars)

Liability and Equity	Notes	As of			
		December 31, 2020	%	December 31, 2019	%
Current liabilities					
Accounts payable		\$2,695,143	23	\$2,447,972	24
Accounts payable - related parties	7	34,447	1	89,162	1
Other payables	7	1,073,475	9	843,295	8
Current tax liabilities	4,5,6(16)	270,345	2	143,429	2
Lease liabilities - current	4,6(12),6(14)	38,123	-	26,290	-
Other current liabilities	7	214,134	2	197,003	2
Total current liabilities		4,325,667	37	3,747,151	37
Non-current liabilities					
Deferred tax liabilities	4,5,6(16)	2,222	-	4,090	-
Lease liabilities - non-current	4,6(12),6(14)	40,816	1	30,883	-
Net defined benefit liabilities	4,5,6(7)	37,854	-	29,581	-
Other non-current liabilities		816	-	-	-
Total non-current liabilities		81,708	1	64,554	-
Total liabilities		4,407,375	38	3,811,705	37
Equity attributable to owners of the parent company					
Share capital					
Ordinary share	6(8)	1,206,424	10	1,206,472	12
Capital surplus	6(8),6(9),6(18)	3,134,705	27	3,129,659	30
Retained earnings					
Legal reserve	6(8)	1,209,419	10	1,149,884	11
Special reserve	6(8)	279,336	3	186,407	2
Unappropriated retained earnings	6(8),6(9),6(18)	1,544,081	13	822,460	8
Total retained earnings		3,032,836	26	2,158,751	21
Other equity interest	4	(472,657)	(4)	(297,538)	(3)
Non-controlling interests	6(8),6(18)	407,128	3	257,123	3
Total equity		7,308,436	62	6,454,467	63
Total liabilities and equity		\$11,715,811	100	\$10,266,172	100

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

English Translation of Consolidated Financial Statements Originally Issued in Chinese
ASROCK INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the years ended December 31, 2020 and 2019
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

Accounting Items	Notes	For the years ended December 31,			
		2020	%	2019	%
Operating revenues	4,5,6(10),7	\$17,911,584	100	\$13,415,090	100
Operating costs	6(4),6(6),6(12) 6(13),7	(14,059,563)	(78)	(10,975,757)	(82)
Gross profit		<u>3,852,021</u>	<u>22</u>	<u>2,439,333</u>	<u>18</u>
Operating expenses	6(6),6(7),6(9) 6(12),6(13),7				
Sales and marketing expenses		(634,699)	(4)	(574,743)	(4)
General and administrative expenses		(323,138)	(2)	(263,882)	(2)
Research and development expenses		(1,039,961)	(6)	(821,495)	(6)
Expected credit gains (losses)	6(11)	3,853	-	(12,401)	-
Total operating expenses		<u>(1,993,945)</u>	<u>(12)</u>	<u>(1,672,521)</u>	<u>(12)</u>
Net operating income		<u>1,858,076</u>	<u>10</u>	<u>766,812</u>	<u>6</u>
Non-operating income and expenses	6(14)				
Interest income		20,229	-	33,580	-
Other income		52,983	-	10,598	-
Other gains and losses		(74,609)	-	(23,642)	-
Finance costs		(896)	-	(2,431)	-
Total non-operating income and expenses		<u>(2,293)</u>	<u>-</u>	<u>18,105</u>	<u>-</u>
Profit from continuing operations before tax		1,855,783	10	784,917	6
Income tax expenses	4,5,6(16)	(347,200)	(2)	(134,858)	(1)
Profit from continuing operations		<u>1,508,583</u>	<u>8</u>	<u>650,059</u>	<u>5</u>
Other comprehensive income	4,6(15)				
Items that will not be reclassified subsequently to profit or loss					
Losses on remeasurements of defined benefit plans		(7,364)	-	(3,109)	-
Income tax related to items that will not be reclassified to profit or loss		1,473	-	622	-
Items that may be reclassified subsequently to profit or loss					
Exchange differences on translation of foreign financial statements		(193,321)	(1)	(92,929)	(1)
Other comprehensive income, net of tax		<u>(199,212)</u>	<u>(1)</u>	<u>(95,416)</u>	<u>(1)</u>
Total comprehensive income		<u>\$1,309,371</u>	<u>7</u>	<u>\$554,643</u>	<u>4</u>
Profit attributable to:					
Owners of the parent company		\$1,363,092		\$597,477	
Non-controlling interests		145,491		52,582	
		<u>\$1,508,583</u>		<u>\$650,059</u>	
Comprehensive income attributable to:					
Owners of the parent company		\$1,163,880		\$502,061	
Non-controlling interests		145,491		52,582	
		<u>\$1,309,371</u>		<u>\$554,643</u>	
Earnings per share(NT\$):	6(17)				
Earnings per share - basic					
Profit from continuing operations		<u>\$11.30</u>		<u>\$4.95</u>	
Earnings per share - diluted					
Profit from continuing operations		<u>\$11.22</u>		<u>\$4.92</u>	

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

English Translation of Consolidated Financial Statements Originally Issued in Chinese
ASROCK INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
For the years ended December 31, 2020 and 2019
(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent company										Non-controlling interests	Total equity
	Retained earnings					Total other equity interest						
	Share capital	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Deferred compensation cost	Treasury stock	Total equity attributable to owners of the parent company			
Balance as of January 1, 2019	\$1,207,456	\$3,131,054	\$1,090,592	\$305,453	\$650,142	\$(186,407)	\$(82,494)	\$(480)	\$6,115,316	\$(3,828)	\$6,111,488	
Appropriation and distribution of 2018 retained earnings												
Legal reserve appropriated	-	-	59,292	-	(59,292)	-	-	-	-	-	-	
Cash dividends of ordinary share	-	-	-	-	(482,791)	-	-	-	(482,791)	-	(482,791)	
Reversal of special reserve	-	-	-	(119,046)	119,046	-	-	-	-	-	-	
Profit in 2019	-	-	-	-	597,477	-	-	-	597,477	52,582	650,059	
Other comprehensive income, net of tax in 2019	-	-	-	-	(2,487)	(92,929)	-	-	(95,416)	-	(95,416)	
Total comprehensive income	-	-	-	-	594,990	(92,929)	-	-	502,061	52,582	554,643	
Treasury stock acquired	-	-	-	-	-	-	-	(504)	(504)	-	(504)	
Treasury stock cancelled	(984)	-	-	-	-	-	-	984	-	-	-	
Changes in subsidiaries' ownership	-	(6,537)	-	-	(31)	-	-	-	(6,568)	6,568	-	
Share-based payment transaction	-	5,142	-	-	396	-	64,292	-	69,830	6,689	76,519	
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	195,112	195,112	
Balance as of December 31, 2019	\$1,206,472	\$3,129,659	\$1,149,884	\$186,407	\$822,460	\$(279,336)	\$(18,202)	\$-	\$6,197,344	\$257,123	\$6,454,467	
Balance as of January 1, 2020	\$1,206,472	\$3,129,659	\$1,149,884	\$186,407	\$822,460	\$(279,336)	\$(18,202)	\$-	\$6,197,344	\$257,123	\$6,454,467	
Appropriation and distribution of 2019 retained earnings												
Legal reserve appropriated	-	-	59,535	-	(59,535)	-	-	-	-	-	-	
Special reserve appropriated	-	-	-	92,929	(92,929)	-	-	-	-	-	-	
Cash dividends of ordinary share	-	-	-	-	(482,570)	-	-	-	(482,570)	-	(482,570)	
Profit in 2020	-	-	-	-	1,363,092	-	-	-	1,363,092	145,491	1,508,583	
Other comprehensive income, net of tax in 2020	-	-	-	-	(5,891)	(193,321)	-	-	(199,212)	-	(199,212)	
Total comprehensive income	-	-	-	-	1,357,201	(193,321)	-	-	1,163,880	145,491	1,309,371	
Treasury stock acquired	-	-	-	-	-	-	-	(48)	(48)	-	(48)	
Treasury stock cancelled	(48)	-	-	-	-	-	-	48	-	-	-	
Difference between consideration and carrying amount of subsidiaries acquired or disposed	-	335	-	-	(27)	-	-	-	308	(308)	-	
Changes in subsidiaries' ownership	-	(261)	-	-	-	-	-	-	(261)	261	-	
Share-based payment transaction	-	4,972	-	-	(519)	-	18,202	-	22,655	1,785	24,440	
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	2,776	2,776	
Balance as of December 31, 2020	\$1,206,424	\$3,134,705	\$1,209,419	\$279,336	\$1,544,081	\$(472,657)	\$-	\$-	\$6,901,308	\$407,128	\$7,308,436	

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

English Translation of Consolidated Financial Statements Originally Issued in Chinese
ASROCK INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the years ended December 31, 2020 and 2019
(Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31,	
	2020	2019
Cash flows from operating activities:		
Profit before tax	\$1,855,783	\$784,917
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	72,865	63,994
Amortization expense	5,176	5,342
Expected credit losses and gains	(3,853)	12,401
Interest expenses	896	2,431
Interest income	(20,229)	(33,580)
Compensation cost arising from employee stock options	24,440	76,519
Loss on disposal of property, plant and equipment	177	-
Property, plant and equipment charged to expenses	78	-
Changes in operating assets and liabilities:		
Decrease in note receivable, net	-	714
Increase in accounts receivable, net	(55,927)	(474,320)
Decrease in account receivable-related parties	32,169	489,270
Increase in inventories, net	(838,731)	(30,766)
Decrease (Increase) in other current assets	62,313	(97,682)
Increase in accounts payable	247,171	1,063,444
Decrease in account payables-related parties	(54,715)	(677,768)
Increase in other payables	230,180	204,842
Increase in other current liabilities	17,131	35,796
Increase in net defined benefit liabilities	909	914
Increase (Decrease) in other non-current liabilities	816	(66)
Cash generated from operations	<u>1,576,649</u>	<u>1,426,402</u>
Income taxes paid	<u>(224,625)</u>	<u>(80,034)</u>
Net cash provided by operating activities	<u>1,352,024</u>	<u>1,346,368</u>
Cash flows from investing activities:		
Acquisition of financial assets measured at amortized cost	-	(389,359)
Proceed from disposal of financial assets measured at amortized cost	100,323	-
Acquisition of property, plant and equipment	(34,884)	(27,657)
Proceed from disposal of property, plant and equipment	20	-
Increase in guarantee deposits paid	(5,902)	-
Decrease in guarantee deposits paid	-	421
Acquisition of intangible assets	(8,959)	(3,486)
Decrease (Increase) in other non-current assets	1,565	(6,103)
Interest received	<u>21,308</u>	<u>33,020</u>
Net cash provided by (used in) investing activities	<u>73,471</u>	<u>(393,164)</u>
Cash flows from financing activities:		
Decrease in short-term loans	-	(184,795)
Cash payments for the principal portion of the lease liability	(35,750)	(30,110)
Cash dividends	(482,570)	(482,791)
Treasury stock acquired	(48)	(504)
Interest paid	-	(1,610)
Changes in non-controlling interests	<u>2,776</u>	<u>195,112</u>
Net cash used in financing activities	<u>(515,592)</u>	<u>(504,698)</u>
Effect of exchange rate fluctuations on cash held	<u>(182,907)</u>	<u>(87,137)</u>
Net increase in cash and cash equivalents	726,996	361,369
Cash and cash equivalents, beginning of the year	<u>2,036,151</u>	<u>1,674,782</u>
Cash and cash equivalents, end of the year	<u>\$2,763,147</u>	<u>\$2,036,151</u>

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

[Appendix 4]

The mapping of the clauses of “Rules of Procedure of the Board of Directors Meetings” before and after amendment

6th Amendment

Clauses currently in force	Provisions under amendment	Description
<p>Article 7</p> <p>The Chairman shall act as the <u>Presiding Officer</u> and call for the sessions of the Board. The candidate who won the absolute majority of the votes cast by the Shareholders Meeting to the seat of Director and representing the majority of voting rights shall call for the 1st session of each new term of the Board and act as the Presiding Officer. If there are two persons who have equal rights to call the session, 1 will be nominated to call for the session.</p> <p>Skipped.</p>	<p>Article 7</p> <p>The Chairman shall act as the <u>Presiding Officer</u> of the Board sessions he/she called for. The candidate who won the absolute majority of the votes cast by the Shareholders Meeting to the seat of Director and representing the majority of voting rights shall call for the 1st session of each new term of the Board and act as the Presiding Officer. If there are two persons who have equal rights to call the session, 1 will be nominated to call for the session.</p> <p><u>If the Board convened to the call of more than half of the Directors pursuant to Paragraph 4 under Article 203 or Paragraph 3 under Article 203-1 of the Company Act, the Directors shall nominate 1 to act as the Presiding Officer.</u></p> <p>Skipped.</p>	<ol style="list-style-type: none"> 1. Amendment to the wording pursuant to Article 10 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies. 2. An adjustment was made with the addition of Paragraph 2 pursuant to Paragraph 4 under Article 203 and Article 203-1.
<p>Article 11</p> <p>Paragraph 1 and Paragraph 2 skipped.</p> <p>If the Board is in session, but less than half of the Directors are present, the Presiding Officer shall announce for a suspension of the meeting at the proposal of other Directors where the rules of the Paragraph <u>3</u>, Article 8 shall govern.</p>	<p>Article 11</p> <p>Paragraph 1 and Paragraph 2 skipped.</p> <p>If the Board is in session, but less than half of the Directors are present, the Presiding Officer shall announce for a suspension of the meeting at the proposal of other Directors where the rules of the Paragraph <u>5</u>, Article 8 shall govern.</p>	<p>Adjustment of the order of the paragraph</p>
<p>Article 12</p> <p>The following shall be presented to the Board for discussion:</p> <ol style="list-style-type: none"> 1. The Business Plan of the Company. 2. Annual <u>and Interim</u> Financial Report. <u>Except</u> 	<p>Article 12</p> <p>The following matters shall be presented to the Company’s Board for discussion:</p> <ol style="list-style-type: none"> 1. The business plan of the Company. 2. Annual Financial Report <u>and the Financial Report</u> 	<p>Adjustment of Subparagraph 2 of Paragraph 1 in response to the amendment to Article 14-5 of the Securities and Exchange Act.</p>

Clauses currently in force	Provisions under amendment	Description
<p><u>the interim financial report which is not required for audit under law.</u></p> <p>Skipped.</p>	<p><u>of the 2nd quarter required for an audit with certification.</u></p> <p>Skipped.</p>	
<p>Article 15 Paragraph 1 skipped. Directors who have no voting rights in the decision-making process of the Board as stated <u>in the preceding paragraph</u> shall be governed by Paragraph 2 under Article 180 of the Company Act pursuant to Paragraph 3 under Article 206 of the same law.</p>	<p>Article 15 Paragraph 1 skipped. <u>In case of a conflict of interest between spouse, kindred within the 2nd tier under the Civil Code, or the affiliate in subordinate to the Director who can exercise control and particular motion in the meeting, it shall be construed as the conflict of interest between the Director and the motion in point.</u> Directors who have no voting rights in the decision-making process of the Board as stated shall be governed by Paragraph 2 under Article 180 of the Company Act pursuant to Paragraph 4 under Article 206 of the same law.</p>	<p>Amendment to Paragraph 2 in line with Paragraph 3 under Article 206 of the Company Act thereby, the previous Paragraph 2 was adjusted as Paragraph 3 with a relevant change in the wording.</p>
<p>Article 20 <u>The Regulations was amended for the 1st instance on 12/25/2006.</u> (Skipped) <u>The Regulations was amended for the 5th instance on 10/25/2017.</u></p>	<p>Article 20 <u>The Regulations was amended for the 1st instance on 12/25/2006.</u> (Skipped) <u>The Regulations was amended for the 6th instance on 08/04/2020.</u></p>	<p>Adding the date of amendment of this instance.</p>

7th Amendment

Clauses currently in force	Provisions under amendment	Description
<p>Article 1 The rules of procedure of the Board of Directors Meetings shall be governed by <u>This Rule</u> unless otherwise specified by other laws.</p>	<p>Article 1 The rules of procedure of the Board of Directors Meetings shall be governed by <u>This Rule</u> unless otherwise specified by other <u>applicable laws and the Articles of Incorporation</u> of the Company.</p>	<p>Text correction.</p>
<p>Article 3 The Board shall <u>convene once</u> quarterly. The Board shall specify the reasons for the <u>convention</u> and notify the Directors 7 days in advance but may call for a session at any time in case of emergency. Paragraph 3 omitted.</p>	<p>Article 3 The Board shall <u>convene at least once</u> quarterly. The Board shall specify the reasons for the <u>convention</u> and notify the Directors 7 days in advance but may call for a session at any time in case of emergency. Paragraph 3 omitted. The particulars inscribed in</p>	<p>Text adjustment in response to the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.</p>

Clauses currently in force	Provisions under amendment	Description
The particulars inscribed in Paragraph 1 under Article <u>12</u> <u>shall</u> be listed as the reasons for the convention. They cannot be proposed as extemporary motions unless under emergency or with justifiable reasons.	Paragraph 1 under Article <u>7</u> shall be listed as the reasons for the convention. They cannot be proposed as extemporary motions unless under emergency or with justifiable reasons.	
Article <u>4</u> Skipped.	Article <u>5</u> Skipped.	Adjustment on the Article No. in response to the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.
Article <u>5</u> Skipped.	Article <u>9</u> Skipped.	Adjustment on the Article No. in response to the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.
Article <u>6</u> Skipped.	Article <u>4</u> Skipped.	Adjustment on the Article No. in response to the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.
Article <u>7</u> Skipped.	Article <u>10</u> Skipped.	Adjustment on the Article No. in response to the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.
<p>Article <u>8</u> <u>When a meeting of the Board of Directors is held, the designated unit responsible for the Board meetings shall furnish the attending directors with relevant materials for ready reference.</u> The Board shall notify related functional departments or subsidiaries to attend the meeting as observers depending on the content of the motions presented in the Board meeting. The Presiding Officer shall announce the session of the General Meeting of Shareholders at the exact time scheduled for the meeting <u>when more than one-half of all the directors are in attendance.</u></p>	<p>Article <u>11</u> The Board shall notify related functional departments or subsidiaries to attend the meeting as observers depending on the content of the motions presented in the Board meeting. Skipped. Article <u>12</u> The Presiding Officer shall announce the session of the General Meeting of Shareholders at the exact time scheduled for the meeting <u>if a quorum is qualified.</u> <u>If the attendance of shareholders to the meeting cannot qualify for a quorum,</u> the Presiding Officer shall announce the postponement of the meeting twice. If the attendance of shareholders to the meeting still cannot qualify for a quorum after the Presiding Officer</p>	<ol style="list-style-type: none"> 1. Adjustment on the Article No. and text correction in response to the Regulations Governing Procedure for the Board of Directors Meetings of Public Companies. 2. Adjustment on the applicable Paragraph Nos.

Clauses currently in force	Provisions under amendment	Description
<p><u>If one-half of all the directors are not in attendance at the appointed meeting time,</u>the Presiding Officer shall announce the postponement of the meeting twice. If the attendance of shareholders to the meeting still cannot qualify for a quorum after the Presiding Officer has announced the postponement of the meeting twice, the Presiding Officer shall proceed to Paragraph 2 under Article 3, thereby calling for a new session of the meeting. All Directors as referred to in the preceding paragraph and Subparagraph 2 of Paragraph 2 under Article 16 shall be those who are in office.</p>	<p>has announced the postponement of the meeting twice, the Presiding Officer shall proceed to Paragraph 2 under Article 3, thereby calling for a new session of the meeting. All Directors as referred to in the preceding paragraph and Subparagraph 2 of Paragraph 2 under Article 17 shall be those who are in office.</p>	
<p>Article 9 Paragraph 1 and Paragraph 2 skipped. If the Board convenes via video conferencing, the audiovisual data shall constitute an integral part of the <u>meeting minutes</u> on record and shall be properly kept within the perpetuity of the Company.</p>	<p>Article 18 Paragraph 1 and Paragraph 2 skipped. If the Board convenes via video conferencing, the audiovisual data shall constitute an integral part of the <u>meeting minutes</u> on record and shall be properly kept within the perpetuity of the Company.</p>	<p>Adjustment on the Article No. and text correction in response to the Regulations Governing Procedure for the Board of Directors Meetings of Public Companies.</p>
<p>Article 10 Skipped.</p>	<p>Article 6 Skipped.</p>	<p>Adjustment on the Article No. in response to the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.</p>
<p>Article 11 Paragraph 1 and Paragraph 2 skipped. If the Board is in session, but less than half of the Directors are present, the Presiding Officer shall announce for a suspension of the meeting at the proposal of other Directors where the rules of the <u>Paragraph 5, Article 8</u> shall govern.</p>	<p>Article 13 Paragraph 1 and Paragraph 2 skipped. If the Board is in session, but less than half of the Directors are present, the Presiding Officer shall announce for a suspension of the meeting at the proposal of other Directors where the rules of the <u>preceding</u> article shall govern.</p>	<ol style="list-style-type: none"> 1. Adjustment on the Article No. in response to the Regulations Governing Procedure for Board of Directors Meetings of Public Companies. 2. Adjustment on the applicable Paragraph Nos.
<p>Article 12 The following matters shall be presented to the <u>Company's</u> Board for discussion:</p>	<p>Article 7 The following of <u>the Company</u> shall be presented to the Board for discussion:</p>	<ol style="list-style-type: none"> 1. Adjustment on the Article No. in response to the Regulations Governing Procedure for

Clauses currently in force	Provisions under amendment	Description
<p>The subparagraphs 1&2 omitted.</p> <p>3. The institution or amendment to the internal control system pursuant to Article 14-1 of the Securities and Exchange Act (<u>hereinafter referred to as the “Act”</u>) and evaluating the effectiveness of the internal control system.</p> <p>Skipped.</p>	<p>The subparagraphs 1&2 omitted.</p> <p>3. The institution or amendment to the internal control system pursuant to Article 14-1 of the Securities and Exchange Act (<u>hereinafter, “SEA”</u>) and evaluating the effectiveness of the internal control system.</p> <p>Skipped.</p>	<p>Board of Directors Meetings of Public Companies.</p> <p>2. Text correction.</p>
	<p>Article 8</p> <p>Further to the motions to be presented to the Board for discussion as stated in Paragraph 1 of the preceding article, the content of authorization shall be compliant with related rules and regulations of the Company, the resolution of the Board and the Shareholders Meeting or applicable laws.</p>	<p>Additions to this provision in response to the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.</p>
<p>Article <u>13</u></p> <p>Paragraph 1 skipped.</p> <p>If there is no adverse opinion on a particular motion from the Directors under the request of the Presiding Officer for opinion, it shall be deemed the common consent of the Directors on the motion.</p> <p>If a specific Director has an adverse opinion on a particular motion, such motion shall be referred to voting for decision.</p> <p><u>One voting method for motions at a meeting of the Board of Directors shall be selected by the chairperson from among those below, provided that when a present director has an objection, the chairperson shall seek the opinion of the majority to make a decision:</u></p> <ol style="list-style-type: none"> <u>1. A show of hands or a vote by voting machine.</u> <u>2. A roll call vote.</u> <u>3. A vote by ballot.</u> <u>4. A vote by a method selected at the Company’s discretion.</u> <p>All the Directors in session as mentioned in Paragraph 2 shall not include the Directors</p>	<p>Article <u>14</u></p> <p>Paragraph 1 skipped.</p> <p>If there is no adverse opinion on a particular motion from the Directors under the request of the Presiding Officer for opinion, it shall be deemed the common consent of the Directors on the motion <u>for approval the same as approval by voting.</u></p> <p>If a specific Director has an adverse opinion on a particular motion, such motion shall be referred to voting for decision.</p> <p><u>Votes can be cast by hand-raising or balloting. If a vote on a motion requires ballot scrutinizers and vote counters, the chairperson shall appoint the same, provided that all scrutinizers shall be directors. The voting result must be reported by the chairperson on the site and also recorded.</u></p> <p>All the Directors in session as mentioned in Paragraph 2 shall not include the Directors without voting rights as stated in Paragraph 1 under Article 16.</p>	<ol style="list-style-type: none"> 1. Adjustment on the Article No. and text correction in response to the Regulations Governing Procedure for the Board of Directors Meetings of Public Companies. 2. Adjustment on the applicable Paragraph Nos.

Clauses currently in force	Provisions under amendment	Description
without voting rights as stated in Paragraph 1 under Article 15.		
<p>Article <u>14</u> <u>The Company's</u> resolutions of the Board shall be made by a simple majority of the votes cast by the Directors in a session with the presence of more than half of the Directors unless the Securities and Exchange Act, and the <u>Company Act</u> specified otherwise.</p> <p>Except where <u>otherwise</u> provided by the Act and the Company Act, the passage of a motion at a meeting of <u>the Company's</u> Board of Directors shall require the approval of a majority of the directors in attendance at a meeting of the Board of Directors attended by a majority of all directors.</p> <p>If there is an amendment to or substitute of a particular motion, the Presiding Officer shall combine the amendment or the substitute with the original motion in setting the priority of balloting. <u>However</u>, if the original motion, the amendment to the motion, or the substitute has already been passed, it shall be construed as the approval of all the others that no further balloting will be necessary.</p> <p><u>If a vote on a motion requires ballot scrutinizers and vote counters, the chairperson shall appoint the same, provided that all scrutinizers shall be directors.</u></p> <p><u>The voting result must be reported by the chairperson on the site and also recorded.</u></p>	<p>Article <u>15</u> Resolutions of the Board shall be made by a simple majority of the votes cast by the Directors in a session with the presence of more than half of the Directors unless the <u>Company Act</u>, Securities and Exchange Act, and the <u>Articles of Incorporation</u> specified otherwise.</p> <p>If there is an amendment to or substitute of a particular motion, the Presiding Officer shall combine the amendment or the substitute with the original motion in setting the priority of balloting. If the original motion, the amendment to the motion, or the substitute has already been passed, it shall be construed as the approval of all the others that no further balloting will be necessary.</p>	<p>Adjustment on the Article No. and text correction in response to the Regulations Governing Procedure for the Board of Directors Meetings of Public Companies.</p>
<p>Article <u>15</u> Paragraph 1 skipped. In case of a conflict of interest between spouse, kindred within the 2nd tier under the Civil Code, or the affiliate in subordinate to the Director</p>	<p>Article <u>16</u> Paragraph 1 skipped. In case of a conflict of interest between spouse, kindred within the 2nd tier under the Civil Code, or the affiliate in subordinate to the Director who can exercise</p>	<p>Adjustment on the Article No. and text correction in response to the Regulations Governing Procedure for the Board of Directors Meetings of Public Companies.</p>

Clauses currently in force	Provisions under amendment	Description
<p>who can exercise control and particular motion in the meeting, it shall be construed as the conflict of interest between the Director and the motion in point.</p> <p>Directors who have no voting rights in the decision-making process of the Board as stated shall be governed by Paragraph 2 under Article 180 of the Company Act pursuant to Paragraph 4 under Article 206 of the same law.</p>	<p>control and particular motion in the meeting, it shall be construed as the conflict of interest between the Director and the motion in point.</p> <p>Directors who have no voting rights in the decision-making process of the Board as stated <u>in the preceding 2 paragraphs</u> shall be governed by Paragraph 2 under Article 180 of the Company Act pursuant to Paragraph 4 under Article 206 of the same law.</p>	
<p><u>Article 16</u></p> <p>The discussion and resolutions of the Board shall be tracked as minutes of the meeting on record covering the following particulars:</p> <p>The subparagraphs 1 to 6 omitted.</p> <p>7. Points of discussion: The mean and result of the resolution on each motion, the summary of the opinions presented by the Directors, experts, and other personnel, the names of the Directors who have the conflict of interest as mentioned in Paragraph 1, the summary description of the stakes, the reason for recusal and no recusal, and the act of recusal, adverse and qualified opinions with record or written declaration and the opinions presented by the Independent Directors in writing pursuant to Paragraph 5 under Article <u>12</u>.</p> <p>The subparagraphs 8&9 omitted.</p> <p>If any of the following applies to a particular issue of the Board for resolution, specify the detail as meeting minutes, and <u>the public website</u> at the website designated by the <u>Financial Supervisory Commission, Executive Yuan</u> within 2 days after the session of the Board:</p> <p>The subparagraph 1 skipped.</p>	<p><u>Article 17</u></p> <p>The discussion and resolutions of the Board shall be tracked as minutes of the meeting on record covering the following particulars: The subparagraphs 1 to 6 omitted.</p> <p>7. Points of discussion: The mean and result of the resolution on each motion, the summary of the opinions presented by the Directors, experts, and other personnel, the names of the Directors who have the conflict of interest as mentioned in Paragraph 1, the summary description of the stakes, the reason for recusal and no recusal, and the act of recusal, adverse and qualified opinions with record or written declaration and the opinions presented by the Independent Directors in writing pursuant to Paragraph 5 under Article <u>7</u>.</p> <p>The subparagraphs 8&9 omitted.</p> <p>If any of the following applies to a particular issue of the Board for resolution, specify the detail as meeting minutes, and <u>declare online</u> at the website designated by the <u>competent authority</u> within 2 days after the session of the Board:</p> <p>The subparagraph 1 skipped.</p> <p>2. Motions which have not been passed by the Auditing Committee of the Company but approved by more than 2/3 of the Directors.</p> <p>Skipped.</p>	<ol style="list-style-type: none"> 1. Adjustment on the Article No. and text correction in response to the Regulations Governing Procedure for the Board of Directors Meetings of Public Companies. 2. Adjustment on the applicable Paragraph Nos.

Clauses currently in force	Provisions under amendment	Description
<p>2. Motions which have not been passed by the Auditing Committee of the Company but approved by more than 2/3 of the Directors. Skipped.</p>		
<p><u>Article 17</u> <u>Article 2, Paragraph 2 of Article 3, Articles 4 to 6, Articles 8 to 11, and Articles 13 to 16 herein shall apply to the parliamentary procedures of meetings of the Company's Board of Managing Directors mutatis mutandis.</u> <u>Notwithstanding, where the meeting of the Board of Managing Directors is required to be convened periodically within 7 days, the meeting shall be notified to each managing director 2 days ago.</u></p>		<p>Deletion of this provision in response to the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.</p>
<p>Article 18 Skipped.</p>	<p>Article <u>19</u> Skipped.</p>	<p>Adjustment on the Article No. in response to the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.</p>
<p>Article <u>19</u> The <u>Rules</u> has been passed by the Board and became effective on 01/01/2007. <u>Article 20</u> The <u>Regulations</u> was amended for the 1st instance on 12/25/2006. The <u>Regulations</u> was amended for the 2nd instance on 03/26/2008. The <u>Regulations</u> was amended for the 3rd instance on 05/02/2012. The <u>Regulations</u> was amended for the 4th instance on 12/17/2012. The <u>Regulations</u> was amended for the 5th instance on 10/25/2017. The <u>Regulations</u> was amended for the 6th instance on 08/04/2020.</p>	<p>Article <u>20</u> The <u>Rules of Procedure of the Board of Directors Meetings</u> has been passed by the Board and became effective on 01/01/2007. The <u>Rules of Procedure of the Board of Directors Meetings</u> was amended for the 1st instance on 12/25/2006. The <u>Rules of Procedure of the Board of Directors Meetings</u> was amended for the 2nd instance on 03/26/2008. The <u>Rules of Procedure of the Board of Directors Meetings</u> was amended for the 3rd instance on 05/02/2012. The <u>Rules of Procedure of the Board of Directors Meetings</u> was amended for the 4th instance on 12/17/2012. The <u>Rules of Procedure of the Board of Directors Meetings</u> was amended for the 5th instance on 10/25/2017. The <u>Rules of Procedure of the</u></p>	<ol style="list-style-type: none"> 1. Adjustment on the Article No. and text correction in response to the Regulations Governing Procedure for the Board of Directors Meetings of Public Companies. 2. Adding the date of amendment of this instance.

Clauses currently in force	Provisions under amendment	Description
	Board of Directors Meetings was amended for the 6th instance on 08/04/2020. <u>The Rules of Procedure of the Board of Directors Meetings was amended for the 7th instance on 02/24/2021.</u>	

[Appendix 5]

ASRock Incorporation
Proposal for Distribution of Earnings
2020

Unit: NT\$

Title	Amount	Remark
Undistributed earnings at the beginning of the period	\$187,425,668	
Earnings in 2020 available for distribution:		
Net income in 2020	1,363,092,117	
Add (less): Changes in the remeasurement of the defined benefit plan	(5,891,113)	
Labor cost of employee restricted shares	(518,835)	
Changes in the associates accounted for using equity method	(26,819)	
Items for recognition:		
Appropriation of legal reserve	(135,665,535)	
Appropriation of special reserve	(193,320,539)	
Subtotal of earnings in 2020 available for distribution	1,027,669,276	
Items for distribution:		
Shareholder dividend - cash	(965,139,432)	NT\$8/share
Undistributed earnings at the ending of the period	249,955,512	

Note: the earnings in 2020 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
2020	965,139,432
1998 -2020	-
Total	965,139,432

Chairman: Tung, Hsu-Tien

Manager: Hsu, Lung-Lun

Chief Accounting Officer: Li, Hui-Ru

[Appendix 6]

The mapping of the clauses of the “Regulations Governing the Election of Directors’ before and after the amendment.

Clauses currently in force	Provisions under amendment	Description
<p><u>Article 7:</u> <u>Voters shall fill in the name of the candidate in the field of “Candidate” of the ballot and mark down the account title and ID card number. For institutional investors, the name of the institutional investor and the name of the representative shall be marked in the field of candidate.</u></p>		<p>The candidate nomination system will be adopted by companies listed at TWSE (TPEX) for the election of Directors and Supervisors from 2021 onward under Jin-Guan-Zheng-Jiao-Zi No. 1080311451 announced by the Financial Supervisory Commission on 04/25/2019. Accordingly, shareholders shall elect the candidates on the list to the seats of Directors. Before the convention of the Shareholders Meeting, shareholders can understand the names, education, experience and related information on the candidates from the list. As such, it will be unnecessary to use the account title of the shareholder or the ID card number to identify the candidate and this provision is deleted.</p>
<p><u>Article 8:</u> A ballot will be invalid if any of the following applies:</p> <ol style="list-style-type: none"> 1. Use a ballot not prepared by the Board. 2. Put a blank ballot into the ballot box. 3. The handwriting is blurred that cannot be identified, or the wording has been marked for change. 4. If the candidate marked down on the ballot is a shareholder, <u>and the</u> 	<p><u>Article 7:</u> A ballot will be invalid if any of the following applies:</p> <ol style="list-style-type: none"> 1. Use a ballot not prepared by <u>the convener</u>. 2. Put a blank ballot into the ballot box. 3. The handwriting is blurred that cannot be identified, or the wording has been marked for change. 4. The name of the candidate marked on the ballot was found irrelevant <u>with the list</u> 	<p>Reassignment of the article number after the deletion of Article 7. Shareholders may convene by themselves under special circumstances pursuant to Article 173 of the Company Act (if the Board fails to give notice of meeting). Amendment to Subparagraph 1 of this article was made for this purpose. The candidate nomination system will be adopted by companies listed at TWSE (TPEX) for the election of</p>

Clauses currently in force	Provisions under amendment	Description
<p><u>account title, shareholder account number were found irrelevant with the record in the shareholders' roster. If the candidate marked down on the ballot is not a shareholder, the name, ID number were found irrelevant.</u></p> <p>5. <u>Further to marking down the account title (name) or shareholder account number (ID card number) of the candidate and the number of votes allotted, there is other handwriting on the ballot.</u></p> <p>6. <u>The name of the candidate marked on the ballot was found identical with another shareholder, but the shareholder account number or ID number has not been marked down for differentiation.</u></p>	<p><u>of candidates to the Directors' seats.</u></p> <p>5. Further to marking down the number of votes allotted, there is other handwriting on the ballot.</p>	<p>Directors and Supervisors from 2021 onward under Jin-Guan-Zheng-Jiao-Zi No. 1080311451 announced by Financial Supervisory Commission on 04/25/2019. As such, shareholders shall elect the candidates on the list of candidates to the seats of Directors that an adjustment was made in Subparagraph 4 and Subparagraph 5 of this article, with the deletion of Subparagraph 6.</p>
<p>Article <u>9</u>: Skipped.</p>	<p>Article <u>8</u>: Skipped.</p>	<p>Reassignment of the article number after the deletion of Article 7.</p>
<p>Article <u>10</u>: Skipped.</p>	<p>Article <u>9</u>: Skipped.</p>	<p>Reassignment of the article number after the deletion of Article 7.</p>
<p>Article <u>11</u>: Skipped.</p>	<p>Article <u>10</u> Skipped.</p>	<p>Reassignment of the article number after the deletion of Article 7.</p>
<p>Article <u>10</u>: Skipped.</p>	<p>Article <u>11</u>: Skipped.</p>	<p>Reassignment of the article number after the deletion of Article 7.</p>
<p>Article <u>13</u>: This set of regulations was amended for the 1st instance on 06/19/2006. (Skipped) <u>The amendment of the Regulations for the 3rd instance was passed on 06/18/2012.</u></p>	<p>Article <u>12</u>: This set of regulations was amended for the 1st instance on 06/19/2006. (Skipped) <u>The amendment of The Regulations for the 4th instance was passed on 08/20/2021.</u></p>	<p>Reassignment of the article number after the deletion of Article 7. Add the date of amendment of this instance.</p>