


Advanced Lithium Electrochemistry (Cayman) Co., Ltd.
(the "Company")

Minutes of the Annual Shareholders' Meeting

Time: 9:00 a.m., Thursday, June 15, 2023

Place: No. 398, Taoying Road., Taoyuan Dist., Taoyuan City 330, Taiwan (R.O.C.)

(Chuto Plaza Hotels)

Meeting type : Video-conferencing assisted shareholders meeting(physical shareholders meeting supported by video conferencing)

E-Meeting Platform: "Shareholders meeting e-Voting Platform-Hybrid Shareholders' Meeting" by Taiwan Depository & Clearing Corporation(website: <http://www.stockvote.com.tw>)

Quorum: 42,052,628 shares were represented by the shareholders and proxies present at the meeting (including e-voting 2,893,146 shares), which accounts 69.26% of the Company's 60,716,854 issued and outstanding shares (exclusive of those 9,283,146 shares with non voting right).

President (Directors): Chang, Sheng-Shih 、 Chang, Yie-Yun 、 Yen, Chih-Ta

Chairman of Meeting: Chang, Sheng-Shih

Prepared by: Lee, I-Ching

1. The Chairman declared the meeting duly constituted.

2. Chairman's speech: Omitted.

3. Report Items

Proposal 1:

Proposal: Business Report of 2022.

Explanation: Business Report of 2022, attached in Attachment 1 of the Meeting Agenda, page 7~8.

Proposal 2:

Proposal: Inspection Report of Audit Committee of 2022.

Explanation:

1. In accordance with Article 14, paragraph 4, subparagraph 3 of the Taiwan Securities Transaction Act, when the company sets up the audit committee, the provisions of the Taiwan Securities Transaction Act, the Company Act and other relevant laws for the supervisor are approved by the audit committee.
2. In accordance with the above provisions, the Audit Committee shall use the provisions of Article 228 of the Company Act to review the business report, financial statements and proposals of the deficit compensation approved by the 8nd meeting of the 28th Board of Directors, and issue a verification report.

Please refer to Attachment 2 of the Meeting Agenda, page 9.

Proposal 3:

Proposal: Report of the implementation of sound operation plan 2022

Explanation:

1. In accordance with No.1030051218 of the Financial Supervisory Commission on December 26, 2014, the company has reported the implementation of sound business operation 2022 at the 31th meeting of the 7th term board of directors on March 10, 2023.
2. The report of sound business operation 2022 are as attached in Attachment 3 of the Meeting Agenda, page 10~13.

Proposal 4:

Proposal: Report of private equity 2022.

Explanation: Capital injection by issuance of 40 million shares of common stocks through private placement had been terminated by the resolution of the board of Directors due to can not be done before the expiry date on June 29 ,2023.

4. Proposed Items

Proposal 1: (By the Board of Directors)

Proposal: Proposal for Business Report and Financial Statements 2022, please approve it.

Explanation:

1. The consolidated financial statements 2022 of the company was reviewed by the accountant Wei-Hao Wu and Yu-Kuan Lin of PwC Taiwan, and reports were issued with unreserved opinions.
2. The business report and financial statements 2022 accepted by the board of directors, and it is proposed to the shareholders' meeting for approval.
3. Business report are as attached in Attachment 1 of the Meeting Agenda, page 7~8.
4. Consolidated financial statements are as attached in Attachment 4 of the Meeting Agenda, page 14~24.

Vote Results,

	Votes	% of the total represented share present
For	33,824,387 (e-vote 1,799,919)	96.24%
Against	14,532 (e-vote 14,532)	0.04%
Invalid/Abstain	1,308,299 (e-vote 1,079,299)	3.72%

Resolution: The above proposed was approved as proposed.

Proposal 2: (By the Board of Directors)

Proposal: The proposal of deficit compensation 2022.

Explanation:

1. For the fiscal year of 2022, the Company's loss after tax was NT\$398,099,488, and the deficit to be offset at the beginning of the period was NT\$127,371,259. In total, the accumulated deficit to be offset was NT\$525,470,747. The Company intends to cover part of the losses with capital reserve by stock issuance of NT\$500,257,540, combined with other capital of NT\$14,786,801 to offset some of the losses. The total deficit yet to be compensated at the end of 2022 was NT\$10,426,406.
2. Since the company has a loss after tax in 2022, it will not allocate or distribute dividends in accordance with the Articles of Incorporation.
3. Proposal of the deficit compensation 2022 are as attached in Attachment 5 of the Meeting Agenda, page 25.

Vote Results,

	Votes	% of the total represented share present
For	33,780,651 (e-vote 1,756,183)	96.11%
Against	52,781 (e-vote 52,781)	0.15%
Invalid/Abstain	1,313,786 (e-vote 1,084,786)	3.74%

Resolution: The above proposed was approved as proposed.

5. Discussion Items

Proposal 1: (By the Board of Directors)

Proposal: Proposal for the raising of private equity.

Explanation:

1. In order to cope with the company's future development or reinvestment or increase the working capital, and enhance the company's competitiveness, it is proposed the company to handle no more than 40 million shares of private equity to issue new shares of capital increase in cash. It is proposed the shareholders' meeting to authorize the board of directors to take into account the market conditions and meet the actual needs of the company, and handle the following financing methods and principles.
2. In accordance with Article 43 paragraph 6 of the Securities and Exchange Act and the "Directions for Public Companies Conducting Private Placements of Securities", statements are as follows:
 - A. Basis and reasonableness of private equity pricing
 - (1). Basis for the issuing price: The price of the common stock issued by the private capital increase in cash will be no less than 80% of the reference price, which will be determined on the pricing date. The reference price is

calculated based on the highest price in the following two benchmarks.

- (a) The issuing price shall be determined by the average of the common stock closing price which is calculated on 1, 3 or 5 business days before the pricing date, deducting the bonus shares' ex-right and dividends, and adding back the stock price after the capital reduction.
 - (b) The issuing price shall be determined by the average of the common stock closing price which is calculated on 30 business days before the pricing date, deducting the bonus shares' ex-right and dividends, and adding back the stock price after the capital reduction.
- (2). Reasonableness of the issuing price: The actual issue price is intended to be authorized by the board of directors in accordance with the law and to be within the range of no less than the resolutions of the shareholders' general meeting, depending on the specific future contacts, market conditions and the company's future prospects. The basis for the above-mentioned private placement price is in accordance with the regulations of the competent authority, and at the same time, the timing, object and quantity of the transfer of private equity are in strict restrictions. Also, it is not allowed to be listed in the OTC within 3 years, and the liquidity is poor. Therefore, the portion of private placements should be reasonable.

B. The means of selecting the specified persons

- (1). Private placements of securities are limited to the specific persons pursuant to Article 43 paragraph 6 of the Securities and Exchange Act and the Financial Supervisory certificate No. 0910003455 of the Financial Supervisory Commission on June 13, 2002.
- (2). If the subscriber is a strategic investor: The company will choose the subscriber with good understanding of the company's operations and is beneficial to future operations. Individuals or legal persons who assists the company to improve its quality, reduce costs, and increase efficiency by applying the person's own experience, techniques, brand reputation or channel programs, etc. In order to improve the company's financial structure and strengthen its solvency, the funds of the subscribers can improve the overall financial quality of the company. The huge cost of capital and operational risks can be reduced, and the company's financial structure can be improved. It is proposed that the board of directors to be authorized to review the relevant qualifications of strategic investors.
- (3). If the subscriber is an insider or related parties of the company: Currently there are no planned applicants for insider or related parties.
- (4). The subscriber has not yet been arranged by the company, and it is proposed that the board of directors to be authorized to decide the arrangement of the actual subscriber.

C.Reasons for private placement

- (1).Reasons for not using public offerings: Considering the timeliness, convenience and issuing costs, we plan on cash capital increase through private placement.
 - (2). The purpose and the expected benefits of the private equity shares: The total number of private equity shares is limited to no more than 40 million shares, and the book value per share is NT\$10. It is proposed to authorize the board of directors for private placement several times within one year from the date of resolution of the shareholders' meeting. The funds for each of the private placements are used to enrich working capital, reinvestment or other capital needs for future development, and effectively reduce the cost of capital, strengthen the company's competitiveness and enhance operational efficiency.
3. Private shares of the private placement of securities shall have the same rights and obligations as issued shares, and shall not be transferred except to the transferees specified in Article 43 paragraph 8 of the Securities and Exchange Act within three years from the delivery date. After three full years since the delivery date, it is proposed to authorize the board of directors to apply to the competent authority for the privately placed securities to be traded on the over-the-counter markets in accordance with the relevant laws and regulations.
 4. Except for the portion of private placements, the essential contents of the private placement plan includes issuing price, number of shares, issuance conditions, project plans, progress in the use of funds, expected benefits, and other unfinished matters. If there are any modifications in the future due to changes in objective environmental factors, it is proposed that the board of directors is authorized to fully handle it in accordance with relevant regulations.
 5. In accordance with the letter Cheng Pao Fa Tzu No. 1120000750 from Securities and Futures Investors Protection Center on March 20, 2023, the Company explained relevant matters in the reply Cayman Aleees Tzu No. AC230328001 on March 28, 2023.

Please carefully evaluate the purpose of private placement, its impact on management rights, and the impact on shareholders' equity

A. Purpose of private placement

The purpose of private placement is to response to other funding needs for future development, enrich working capital and repay loans. Therefore, the timeliness, convenience, and issuance cost of the private placement are included in consideration. Private placement has quick and easy features. In the other side, it has restrictions that cannot be transferred within three years. It ensures a stable long-term relationship between the company and strategic investors. As a result, the company plans to raise funds through private placement.

B. Impact on management rights

Although the scheduled shares of this private placement represent 57.14% of the paid-in capital, the Company has not yet confirmed the list of candidates, and this case is only a fallback plan to increase the fundraising pipeline. If there is an identified need to issue the capital increase, no more than 10 offerings will be made in a year to avoid any significant impact on the Company's management rights.

C. Impact on shareholders' equity

The total number of shares to be placed in the private placement is limited to 40,000 thousand shares, with a par value of NT\$10 per share, and the Board of Directors is authorized to issue the shares no more than 10 times within one year from the date of the Shareholders' Meeting. The funds from each private placement will be used to finance working capital or reinvestment or other capital needs for future development, and to effectively reduce capital costs, strengthen the Company's competitiveness and enhance operational efficiency.

Speech by Shareholder (NO.7766), who attended in the video conference platform :

The Company has already mentioned the significant impact of the management rights after this private placement, and the Company has resolved a cash capital increase resolution on March 10, 2023 by Board of Director. Due to the private placement is focused on specified persons and allows participants to acquire equity at a lower price; it would have a dilutive effect on the general shareholders and impact their interests. We kindly request the Company to clarify the necessity of this private placement and provide specific details about future fundraising plans, including the order of priority for the implementation of relevant capital increases.

Reply given by the Chairman:

In the past few years, the private placement is resolved for an alternative plan. The priority of fundraising is to carry out the cash capital increase. If it fails, then the private placement will be carried out. We hope the original shareholders would subscribe in each cash capital increase, only original shareholders abandon subscribe, then arrange with specified persons. And the Company will carry out the private placement only when the fundraising is fail.

	Votes	% of the total represented share present
For	33,748,241 (e-vote 1,723,773)	96.02%
Against	85,109 (e-vote 85,109)	0.24%
Invalid/Abstain	1,313,868 (e-vote 1,084,868)	3.74%

Resolution: The above proposed was approved as proposed.

Proposal 2: (By the Board of Directors)

Proposal: Proposal for modification of the "Articles of Incorporation".

Explanation: In accordance with the letter Cheng Gui Shen Tzu No. 11200504511 from Taipei Exchange on January 27, 2023. The amendment is in accordance with the regulation of the Checklist for Important Matters Concerning the Protection of Shareholders' Equity in the Country where A Foreign Issuer is registered which were regulated by Taipei Exchange. Modified "Articles of Incorporation" Table are as attached in Attachment 6 of the Meeting Agenda, page 26~27.

Vote Results,

	Votes		% of the total represented share present
For	33,818,808	(e-vote 1,794,340)	96.22%
Against	20,268	(e-vote 20,268)	0.06%
Invalid/Abstain	1,308,142	(e-vote 1,079,142)	3.72%

Resolution: The above proposed was approved as proposed.

6. Election Items

Proposal 1: (By the Board of Directors)

Proposal: The Election of Directors

Explanation:

1. The term of the Company's eighth Board of Directors has terminated on April 9, 2023. The re-election should be held on the annual shareholders general meeting in 2023.
2. According to the corporate guidelines, the company hires 7 to 11 directors, including at least 3 independent directors, whose term would not exceed 3 years.
3. The Board of Director meeting resolved that the 9th Board of Directors of the company should include 7 directors (including 4 independent directors) elected with candidate nomination system. The three-year term of the directors lasts from June 15, 2023 to June 14, 2026. The original directors step down from the position as soon as new directors take the position.
4. The nominated candidates for directors and independent directors have been resolved on the Board of Director meeting. The directors should be elected from the name list. Please refer to page 28~29 of the Appendix 7 for candidates' educational background, experience, and other relevant information.

Voting Results:

Position	Candidate	Votes	Note
Director	Chang, Sheng-Shih	33,769,910 (e-vote 1,374,325)	Elected
Director	Chu, Jui-Yang	33,371,258 (e-vote 1,360,333)	Elected
Director	Lee, Yu-Mei	33,287,203 (e-vote 1,363,592)	Elected
Independent Director	Wei, Pao-Sheng	33,746,263 (e-vote 1,632,956)	Elected
Independent Director	Lee, Chao-Chin	33,702,032 (e-vote 1,899,315)	Elected
Independent Director	Shih, Ning-Jye	33,449,557 (e-vote 1,492,217)	Elected
Independent Director	Chang, Chuan-Chan	33,493,161 (e-vote 1,525,370)	Elected

7. Other Items

Proposal 1: (By the Board of Directors)

Proposal: Proposal for Release the Prohibition on Directors from Participation in Competitive Business.

Explanation:

1. The Corporate Guideline Article No. 108 stipulates that a director should make a briefing on the shareholders meeting should any actions be taken by the director for the business operation of his own company or other companies, and the proposal should be accepted by majority of the attendees on a meeting with presence of over 2/3 of the shareholders.
2. The non-compete agreement is to be lifted when the Company's directors invest in or operate in other companies of which the target market is identical or similar to that of the Company without harming the benefit of the company. Please refer to page 30 of Appendix 8 in this brochure.

Vote Results,

	Votes	% of the total represented share present
For	33,656,526 (e-vote 1,632,058)	95.76%
Against	161,877 (e-vote 161,877)	0.46%
Invalid/Abstain	1,328,815 (e-vote 1,099,815)	3.78%

Resolution: The above proposed was approved as proposed.

8. Extemporaneous Motions

(Questions raised by the shareholders and the management's responses were omitted)

9. Closure of the Meeting: 9:40 a.m., Thursday, June 15, 2023

This meeting minutes was recorded in accordance with Article 183, paragraph 4 of the provisions of the Company Act. The meeting audio recording still prevail regarding the meeting content, proceedings and shareholders' statements.

For the convenience of readers, the minutes of the Annual Shareholders' Meeting have been translated into English from the original Chinese version. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language version shall prevail.

Chung Sheng-shih
Chairman

Lee I Ching
Recorder