

Stock Code:4163



INTAI TECHNOLOGY CORP.

2021 Annual Shareholders' Meeting

**Meeting Agenda
(Translation)**

Date: June 22, 2021

Place: No. 9, Jingke Rd., Nantun Dist., Taichung City, Taiwan

(This English translation is prepared in accordance with the Chinese and is for reference purposes only. If there are any inconsistencies between the Chinese version and this translation, the Chinese version shall prevail.)

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INTAI TECHNOLOGY CORP.

Procedure for the 2021 Annual Shareholders' Meeting

1. Call the Meeting to Order
2. Chairperson Remarks
3. Management Presentation (Company Reports)
4. Proposals
5. Discussion Matters
6. Questions and Motions
7. Adjournment

INTAI TECHNOLOGY CORP.

Agenda for the 2021 Annual Meeting of Shareholders

Date : 9:00 a.m. Tuesday, June 22, 2021

Place : No. 9, Jingke Rd., Nantun Dist., Taichung City, Taiwan (at the Company's Conference Room)

1. Call the Meeting to Order (shares of the attending shareholders represent)
2. Chairperson Remarks
3. Management Presentation (Company Reports)
 - (1) Report on the Distribution of Compensation of Directors and Supervisors and Compensation of Employees for 2020.
 - (2) To report the Business of 2020.
 - (3) 2020 Audit Committee's Review Report.
4. Proposals
 - (1) To accept 2020 Business Report and Financial Statements.
 - (2) To accept 2020 Earnings Distribution.
5. Discussion Matters
 - (1) Amendment to the Company's "Rules of Procedure for Shareholders' Meetings".
 - (2) Amendment to the Company's "Procedures for Directors and Supervisors Election".
 - (3) Amendment to the Company's "Operational Procedures for Loaning of Funds and Making Endorsements/Guarantees".
 - (4) Amendment to the Company's "Procedures for Acquisition or Disposal of Assets".
6. Questions and Motions
7. Adjournment

Management Presentation (Company Reports)

1. Report on the Distribution of Compensation of Directors and Supervisors and Compensation of Employees for 2020.

Explanatory Notes:

- (1) In accordance with Article 21 of the Company's Articles of Incorporation, if there is profit for the year (that is, after deducting remuneration to employees and directors with supervisors from the pre-tax earnings of the year and making up for losses), no less than 1% for compensation of employees, and no more than 3% for compensation of directors and supervisors.
- (2) The Board of Directors has proposed to allocated, in cash, 1% to the employees as compensation, which amounts to NT\$ 3,092,010, and 3% to the directors and supervisors as compensation, which amounts to NT\$ 9,276,031 in 2020.

2. To report the Business of 2020.

Explanatory Notes: Please refer to Attachment 1.

3. 2020 Audit Committee's Review Report.

Explanatory Notes: Please refer to Attachment 2.

Proposals

1. To accept 2020 Business Report and Financial Statements. (Proposed by the Board of Directors)

Explanatory Notes:

- (1) The Company's 2020 Financial Statements (Consolidated and Parent Company) were audited by independent auditors, Mr. Rock Tseng and Ms. Li-Dong Wu of Deloitte & Touche. The Financial Statements, Independent Auditors' Report, Business Report were submitted to the Audit Committee.
- (2) For the Company's Business Report, Independent Auditors' Report and Financial Statements are attached hereto as Attachments 1 and 3.
- (3) Submit for approval.

Resolution:

2. To accept 2020 Earnings Distribution. (Proposed by the Board of Directors)

Explanatory Notes:

- (1) Please refer to the earnings distribution for 2020 as follows:

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2020 Earnings Distribution Table

		Unit: NT\$
Item		Total
Beginning Retained earnings		\$ 631,560,347
Net Income after Tax of 2020	\$246,837,450	
Remeasurement of Defined Benefit Obligation	<u>(19,991,944)</u>	
Add the Amount of Net Income after Tax of 2020 and Items Other Than Net Income after Tax of 2020 to the Profits of Retained Earnings of 2020		226,845,506
Less: Legal Reserve (10%)		(22,684,551)
Less: Special Reserve		<u>(5,823,038)</u>
Retained Earnings Available for Distribution as of December 31 th , 2020		829,898,264
Distribution Items:		
Cash Dividends (NT\$3.5 per share)		<u>(169,015,501)</u>
Unappropriated retained earnings		<u>\$ 660,882,763</u>

- (2) For this earnings distribution, an amount of NT\$ 169,015,501 will be distributed primarily from the 2020 distributable earnings to

shareholders in cash dividends (NT\$ 3.50 per share).

- (3) Cash dividends will be distributed pro rata and rounded down to the nearest dollar, with the total amount of decimal fractions less than one dollar to be adjusted on the decimal numbers in descending order and the shareholders' account numbers from oldest to most recent to accord with the total sum of the cash dividends distribution.
- (4) Upon being approved by the Regular Meeting of Shareholders (the "RMS"), another motion for this proposal will be submitted to the Shareholders' Meeting to authorize the President to determine the ex-dividend date and distribution and other relevant matters.
- (5) If the total number of outstanding shares is subsequently affected by the change of the share capital, resulting a change to the dividend payout ratio of the shareholders which requires revision, a motion will be submitted to the RMS to authorize the President to adjust the payout ratio of the total sum of dividend distribution approved by the Shareholders' Meeting against the actual number of outstanding shares of the Corporation as of the dividend date.
- (6) Submit for approval.

Resolution:

Discussion Matters

1. Amendment to the Company's "Rules of Procedure for Shareholders' Meetings". (Proposed by the Board of Directors)

Explanatory Notes:

- (1) In coordination with the Financial Supervisory Commission's approval of the Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders' Meetings in letter Jin-Guan-Zheng-Jiao-Zi No. 1090150567 dated January 21, 2021, it is proposed to amend articles of the Company's "Rules of Procedure for Shareholders' Meetings".
- (2) Comparison Table for "Rules of Procedure for Shareholders' Meetings" Before and After Revision is attached hereto as Attachment 4.
- (3) "Rules of Procedure for Shareholders' Meetings" (Before amendment) is attached hereto as Attachment 8.
- (4) Submit for approval.

Resolution:

2. Amendment to the Company's "Procedures for Directors and Supervisors Election". (Proposed by the Board of Directors)

Explanatory Notes:

- (1) Per the latest updated version of the reference Sample Template for XXX Co., Ltd. Procedures for the Election of Directors issued by the competent authority on June 3, 2020, it is proposed to amend articles of the Company's "Procedures for Directors and Supervisors Election".
- (2) Comparison Table for the Company's "Procedures for Directors and Supervisors Election" Before and After Revision is attached hereto as Attachment 5.
- (3) "Procedures for Directors and Supervisors Election" (Before amendment) is attached hereto as Attachment 9.
- (4) Submit for approval.

Resolution:

3. Amendment to the Company's "Operational Procedures for Loaning of Funds and Making Endorsements/Guarantees". (Proposed by the Board of Directors)

Explanatory Notes:

- (1) Per the advices from the Taipei Exchange by the letter TPEX Supervisory No. 1090201068 dated July 15, 2020, it is proposed to amend articles of the Company's "Operational Procedures for Loaning of Funds and Making Endorsements/Guarantees".
- (2) Comparison Table for the Company's "Operational Procedures for Loaning of Funds and Making Endorsements/Guarantees" Before and After Revision is attached hereto as Attachment 6.
- (3) "Operational Procedures for Loaning of Funds and Making Endorsements/Guarantees" (Before amendment) is attached hereto as Attachment 10.
- (4) Submit for approval.

Resolution:

4. Amendment of the Company's "Procedures for Acquisition or Disposal of Assets". (Proposed by the Board of Directors)

Explanatory Notes:

- (1) Due to the needs for operations management of the Corporation, it is proposed to amend articles of the "Procedures for Acquisition or Disposal of Assets".
- (2) Comparison Table for the Company's "Procedures for Acquisition or Disposal of Assets" Before and After Revision is attached hereto as Attachment 7.
- (3) "Procedures for Acquisition or Disposal of Assets" (Before amendment), is attached hereto as Attachment 11.
- (4) Submit for approval.

Resolution:

Questions and Motions

Adjournment