

Code : 4163



## **INTAI Technology Corp.**

### **2022 Annual General Meeting of Shareholders**

**Handbook**

**Date: June 23, 2022**

**Location: No. 9, Jingke Road, Nantun District, Taichung City (in the Company's meeting room)**

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# INTAI Technology Corp.

## Meeting Procedures for 2022 Annual General Meeting of Shareholders

1. Meeting Commencement Announced
2. Chairman's Address
3. Report Items
4. Ratification Items
5. Discussion Items
6. Other Business and Special Motions
7. Adjournment

# INTAI Technology Corp.

## Meeting Procedures for 2022 Annual General Meeting of Shareholders

Date: June 23, 2022 (Thursday) at 9 a.m.

Location: No. 9, Jingke Road, Nantun District, Taichung City (in the Company's meeting room)

Way of Convention: Physical Meeting

1. Meeting Commencement Announced
2. Chairman's Address
3. Report Items
  - (1) 2021 Directors' Remuneration and Employees' Compensation Report
  - (2) 2021 Business Report
  - (3) 2021 Audit Committee's Audit Report
4. Ratification Items
  - (1) 2021 Business Report and Financial Statements
  - (2) 2021 Earnings Distribution
5. Discussion Items
  - (1) Amendments to "Articles of Incorporation"
  - (2) Amendments to "Procedures for Acquisition or Disposal of Assets"
  - (3) Amendments to "Rules of Shareholders Meeting"
6. Other Business and Special Motions
7. Adjournment

## Report Items

Proposal 1: Please approve the 2021 Directors' Remuneration and Employees' Compensation Report.

- Description:
1. According to Article 21 of the Company's Articles of Incorporation, if there is any profit in the year (i.e., pre-tax profit minus the amount of profit before distributing employees' compensation and directors' remuneration) after deducting accumulated loss, the Company may distribute no less than 1% of the remaining amount to employees as compensation and no more than 3% of the remaining amount to directors as remuneration.
  2. The Company will distribute NT\$2,651,603 as employees' compensation (1%) and NT\$7,954,808 as directors' remuneration (3%) in cash in 2021.

Proposal 2: Please approve the 2021 Business Report.

Description: Please refer to Pages 7 to 8 (Annex 1) of the Handbook for the Company's 2021 Business Report.

Proposal 3: Please approve the 2021 Audit Committee's Audit Report.

Description: Please refer to Page 9 (Annex 2) of the Handbook for the 2021 Audit Committee's Audit Report.

## Ratification Items

Proposal 1: 2021 Business Report and Financial Statements (Proposed by the Board of Directors)

- Description:
1. The Company's 2021 individual and consolidated financial statements have been audited by Accountant Wu Shao-chun and Accountant Tseng Tung-yun from Deloitte Touche Tohmatsu Limited. The said financial statements have been, together with the business report, submitted to the Audit Committee report for audit. The said audit has been completed and a written report is provided for reference.
  2. Please refer to Pages 7 to 8 (Annex 1) and Pages 10 to 29 (Annex 3) of the Handbook for the 2021 Business Report and Financial Statements and Report of Independent Accountants.
  3. Please ratify the proposal.

Resolution:

Proposal 2: 2021 Earnings Distribution (Proposed by the Board of Directors)

Description: 1. The Company's 2021 Earnings Distribution is as follows:

INTAI Technology Co., Ltd.

Earnings Distribution

2021

Unit: TWD (NT\$)

Item	Amount
Undistributed surplus at the beginning of the period	\$ 660,882,763
Net profit for the current period	\$228,438,237
Remeasurement of defined benefit plan	<u>(4,587,851)</u>
After-tax net income for the period plus other profit items adjusted to the current year's undistributed earnings other than after-tax net income for the period	223,850,386
Less: The appropriation of legal reserves (10%)	(22,385,039)
Less: Special reserves set aside/ reversed according to law	<u>(3,666,419)</u>
Distributable surplus	858,681,691
Distribution items:	
Shareholders' dividends – Cash (NT\$2.5 per share)	<u>(120,725,358)</u>
<u>Undistributed surplus at the end of the period</u>	<u>\$ 737,956,333</u>

Chairman: CHAO-YUN CHUNG

General Manager: LIN, CHUN-NAN

Accounting Manager: CHEN, YA-LIN

2. The distributable surplus of 2021 is proposed to be distributed at priority in this earnings distribution proposal, where a total amount of NT\$120,725,358 is expected to be distributed as shareholders' cash dividends (NT\$2.5 per share).
3. The amount of cash dividends shall be calculated up to the ones digit according to the distribution ratio, where "the amount under the ones digit should be rounded down unconditionally". The total of the amount under the ones digit should be adjusted according to the amount of the digit number (from big to small) and the account number (from front to back) until it complies with the total distribution amount of cash dividends.
4. After this proposal is approved at the general meeting of shareholders, a request of authorizing the chairman to set the ex-dividend date and set matters related to the distribution of dividends will be submitted.
5. Where the outstanding shares are affected by the changes in the Company's capital and shareholders' dividend ratio therefore requires an adjustment, the general meeting of shareholders will be requested to authorize the chairman to, according to the total of distribution amount resolved in the shareholders' meeting, adjust the distribution ratio based on the Company's actual number of outstanding shares on the record date.
6. Please ratify the proposal.

Resolution:

## **Discussion Items**

Proposal 1: Amendments to the Company's "Articles of Incorporation" (Proposed by the Board of Directors).

- Description:
1. According to amendment to Paragraph 1 of Article 172-2 of Company Act, shareholders' meeting can now be convened via visual communication network or in other ways announced by the central competent authority. Amendments are therefore made to the Company's "Articles of Incorporation" accordingly.
  2. Please refer to Page 30 (Annex 4) of the Handbook for the Comparison Table of Amendments to "Articles of Incorporation".
  3. Please refer to Pages 47 to 50 (Annex 7) of the Handbook for the Company's "Articles of Incorporation" before amendments.
  4. Please reach a resolution through public discussion.

Resolution:

Proposal 2: Amendments to the Company's "Procedures for Acquisition or Disposal of Assets" (Proposed by the Board of Directors).

- Description:
1. Amendments were made to the Company's "Procedures for Acquisition or Disposal of Assets" according to reference examples in and management requirements specified in Letter Jin-Guan-Jheng-Fa-Zih No. 1110380465 issued by Financial Supervisory Commission on January 28, 2022.

2. Please refer to Pages 31 to 36 (Annex 5) of the Handbook for the Comparison Table of Amendments to “Procedures for Acquisition or Disposal of Assets”.
3. Please refer to Pages 51 to 60 (Annex 8) of the Handbook for the Company’s “Procedures for Acquisition or Disposal of Assets” before amendments.
4. Please reach a resolution through public discussion.

Resolution:

Proposal 3: Amendments to the Company’s “Rules of Shareholders Meeting” (Proposed by the Board of Directors)

- Description:
1. Amendments were made to the Company’s “Rules of Shareholders Meeting” according to reference examples in in Letter Jin-Guan-Jheng-Jiao-Zih No. 1110133385 issued by Financial Supervisory Commission on March 7, 2022.
  2. Please refer to Pages 37 to 46 (Annex 6) of the Handbook for the Comparison Table of Amendments to “Rules of Shareholders Meeting”.
  3. Please refer to Pages 61 to 64 (Annex 9) of the Handbook for the Company’s “Rules of Shareholders Meeting” before amendments.
  4. Please reach a resolution through public discussion.

Resolution:

## **Other Business and Special Motions**

## **Adjournment**