

Code : 4163



INTAI Technology Co., Ltd.

2023 Annual General Meeting of Shareholders

Handbook

Date: June 21, 2023

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

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INTAI Technology Co., Ltd.

Meeting Procedures for 2023 Annual General Meeting of Shareholders

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

INTAI Technology Co., Ltd.

Meeting Procedures for 2023 Annual General Meeting of Shareholders

Date: June 21, 2023 (Wednesday) 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) 2022 Directors' Remuneration and Employees' Compensation Report
 - (2) 2022 Business Report
 - (3) 2022 Audit Committee's Audit Report
4. Ratification Items
 - (1) 2022 Business Report and Financial Statements
 - (2) 2022 Earnings Distribution
5. Discussion and Election Items
 - (1) Amendments to "Articles of Incorporation"
 - (2) Amendments to certain provisions of the Company's "Rules of Procedure of the Shareholders' Meeting".
 - (3) Issuance of new shares with restricted employee rights.
 - (4) General re-election of directors.
 - (5) Release of new directors and their representatives from the prohibition of competing for business.
6. Other Business and Special Motions
7. Adjournment

Report Items

Proposal 1: Please approve the 2022 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\$5,448,928 as employees' compensation (1%) and NT\$16,346,783 as directors' remuneration (3%) in cash in 2022.

Proposal 2: Please approve the 2022 Business Report.

Description: Please refer to Pages 9 to 10 (Annex 1) of the Handbook for the Company's 2022 Business Report.

Proposal 3: Please approve the 2022 Audit Committee's Audit Report.

Description: Please refer to Page 11 (Annex 2) of the Handbook for the 2022 Audit Committee's Audit Report.

Ratification Items

Proposal 1: 2022 Business Report and Financial Statements (Proposed by the Board of Directors)

- Description:
1. The Company's 2022 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 9 to 10 (Annex 1) and Pages 12 to 31 (Annex 3) of the Handbook for the 2022 Business Report and Financial Statements and Report of Independent Accountants.
 3. Please ratify the proposal.

Resolution:

Proposal 2: 2022 Earnings Distribution (Proposed by the Board of Directors)

Description: 1. The Company's 2022 Earnings Distribution is as follows:

INTAI Technology Co., Ltd.

Earnings Distribution

2022 Unit: TWD (NT\$)

Item	Amount
Undistributed surplus at the beginning of the period	\$ 737,956,333
Net profit for the current period	\$422,330,936
Remeasurement of defined benefit plan	8,705,040
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	431,035,976
Less: The appropriation of legal reserves (10%)	(43,103,598)
Plus: Special reserves set aside/ reversed according to law	11,294,749
Distributable surplus	1,137,183,460
Distribution items:	
Shareholders' dividends – Cash (NT\$4 per share)	(193,160,572)
Undistributed surplus at the end of the period	\$ 944,022,888

Chairman: Chung Chao-hsun General Manager: Lin Chun-nan Accounting Manager: Chen Ya-ling

2. The distributable surplus of 2022 is proposed to be distributed at priority in this earnings distribution proposal, where a total amount of NT\$193,160,572 is expected to be distributed as shareholders' cash dividends (NT\$4 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 and Election Items

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

- Description:
1. In accordance with the business items listed in the letter of approval for the establishment of CSC Branch, some provisions of the Company's "Articles of Incorporation" were amended.
 2. In response to the Company's business development needs, the Company's capital is revised to be set at NT\$1,000,000,000 divided into 100,000,000 shares of NT\$10 each, and the Board of Directors is authorized to issue the shares in installments.
 3. Please refer to pages 32~33 (Annex IV) of this manual for a comparison of the provisions before and after the amendment of the "Articles of Incorporation".
 4. Please refer to Pages 37 to 40 (Annex 7) of the Handbook for the Company's "Articles of Incorporation" before amendments.
 5. Please reach a resolution through public discussion.

Resolution:

Proposal 2: To amend certain provisions of the "Rules of Procedure of the Shareholders' Meeting" of the Company. (Proposed by the Board of Directors)

- Description:
1. In accordance with the letter No. 1120334642 dated March 14, 2023 from the FSC and the letter No. 11200041671 dated March 17, 2023 from the TSE, the Company's "Rules of Procedure of Shareholders' Meeting" are amended.
 2. For a comparison of the provisions before and after the amendments to the "Rules of Procedure of the Shareholders' Meeting", please refer to page 34 of this manual (Annex V).
 3. Please refer to pages 41~46 (Annex VIII) of this manual for the "Rules of Procedure of the Shareholders' Meeting" before the amendment.
 4. Please reach a resolution through public discussion.

Resolution:

Proposal 3: Issuance of new shares with restricted employee rights. (Proposed by the Board of Directors)

- Description:
1. In order to attract and retain the talents needed by the Company, motivate employees and enhance their motivation, with a view to jointly creating benefits for the Company and its shareholders, the Company has established this new stock issuance with restricted employee rights in accordance with Article 267 of the Company Act and the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" issued by the Financial Supervisory Commission and other relevant regulations.
 2. Within one year from the date of the resolution of the shareholders' meeting, the

Company may issue the shares in one or several tranches, depending on the actual demand, within two years from the date of arrival of the notification of the effective date of the notification by the competent authority, the actual release date and related operational matters shall be determined by the chairman authorized by the board of directors.

3. The new shares with restricted employee rights were issued as follows:
 - (I) Total amount of shares issued: The total amount of new shares issued with restricted employee rights is NT\$15,000,000, with a par value of NT\$10 per share, for a total of 1,500,000 common shares.
 - (II) Issue price: NT\$10 per share.
 - (III) Type of shares issued: common shares of the Company.
 - (IV) Conditions of vesting:
 - (1) After subscribing for new shares with restricted employee rights, the employee must be in employment on the expiration date of each vesting period, and has not violated the Company's labor contract, work rules, non-competition, confidentiality agreement or contractual agreements with the Company during the period, and has achieved both the personal performance evaluation targets set by the Company and the overall performance targets of the Company; the number of vesting points available on each vesting date is as follows.
 - A. 30% of the number of shares subscribed after one year of employment;
 - B. 30% of the number of shares subscribed after two years of service;
 - C. 40% of the number of shares subscribed after three years of service.
 - (2) Personal performance evaluation index: the result of the latest annual personal performance evaluation is A grade or above.
 - (3) Overall performance indicator: The Company's latest annual audited financial statements for the vesting period have met one of the following two criteria.
 - A. Revenue growth (over the previous year): 10% growth.
 - B. Net operating margin: 15%.
 - (V) Eligibility of employees and number of shares subscribed:
 - (1) New shares with restricted employee rights shall be granted to full-time regular employees of the Company who have been employed prior to the date of employment.
 - (2) The actual number of shares to be granted and the number of shares to be subscribed shall be determined by the Chairman of the Board of Directors after taking into consideration the length of service, grade, performance, overall contribution, special achievements or other factors required by the operation management and business development strategies. However, if an employee is a manager or a director is an employee, he or she shall first be approved by the Compensation Committee, and if an employee is not a manager, he or she shall first be approved by the Audit Committee.
 - (VI) Reasons necessary to apply for the new shares with restricted employee rights:

The Company aims to attract and retain the talents needed by the Company, and to motivate employees and enhance their motivation in order to jointly create benefits for the Company and its shareholders.
 - (VII) Amount of potential expense: Based on the average closing price of

NT\$127.2 per share for the 30 business days prior to April 27, 2023, the total amount of potential expense would be NT\$175,800 thousand, assuming all vesting conditions are met. The provisional estimates for the years 2024 to 2026 are NT\$52,740 thousand, NT\$52,740 thousand and NT\$70,320 thousand, respectively.

(VIII) Dilution of earnings per share: Based on the 48,290,143 shares issued and outstanding as of March 31, 2023, the impact on the dilution of earnings per share is estimated to be NT\$1.09, NT\$1.09 and NT\$1.46 for the years 2024 to 2026, respectively.

4. This Law shall become effective after two-thirds or more of the Board of Directors are present and more than one-half of the Board of Directors are present and approved by the competent authority, and if there is any amendment before the issuance of this Law. If, in the course of submission for review, amendments to these Regulations are required by the competent authority for review, it is intended that the Board of Directors shall authorize the Chairman of the Board of Directors to exercise his full authority to handle such amendments.
5. Please reach a resolution through public discussion.

Resolution:

Proposal 4: General re-election of directors. (Proposed by the Board of Directors)

- Description:
1. The term of office of the seventh term directors of the Company expired on June 22, 2023, and the Company intends to re-elect all of them at this Annual General Meeting of Shareholders.
 2. Article 14 of the Company's Articles of Incorporation provides that the Company shall have 7 to 9 directors. 7 directors (including 3 independent directors) shall be elected at this Annual General Meeting of Shareholders and shall be nominated by candidates. The new director's term of office is 3 years, from June 21, 2023 to June 20, 2026. The term of office of the former directors shall expire upon the completion of the Annual General Meeting of Shareholders.
 3. The list of director candidates has been reviewed and approved by the Board of Directors on May 10, 2023, and the shareholders should elect the candidates from the list. About the list of director candidates, please refer to pages 35~36 (Attachment 6)
 4. The election is conducted in accordance with the "Procedures for Election of Directors" of the Company, please refer to pages 47~48 (Attachment 9) of this manual.
 5. Please reach a resolution through public discussion.

Election Results:

Proposal 5: the lifting of the prohibition of competition for new directors and their representatives. (Proposed by the Board of Directors)

- Description:
1. In accordance with Article 209 of the Company Act, a director who performs acts for himself/herself or for others that fall within the scope of the Company's business shall explain the material content of his/her acts to the shareholders' meeting and obtain their permission.
 2. In the event that the new directors and their representatives elected at the Company's 2023 Annual General Meeting of Shareholders engage in acts prohibited by Article 209 of the Company Act, the Company intends to request the General Meeting of Shareholders to approve the release of the new directors and their representatives from the prohibition of competing for business during their term of office as directors of the Company, provided that the interests of the Company are not prejudiced.
 3. The proposed release of the new director from the prohibition of competition is

as follows.

Job Title	Name	Currently working in other companies
Directors	CHAO-YUNG CHUNG	Chairman of Aoltec International Inc. Chairman of GREAT CHUNG ENTERPRISES COMPANY LTD.
Directors	PAO-CHANG LIN	Corporate Director of Aoltec International Inc. Chairman of Kao Fong Investment Co., Ltd. Director of Kanazawa Investment Co., Ltd.
Directors	CHUN-NAN LIN	Representative Director / President / Secretary of Aoltec International Inc. Representative of Wiltrom CO., Ltd. Director of Wiltrom Inc. Representative, Chairman and President of Remex Medical Corp. Director of Kao Fong Investment Co., Ltd. Director of Kanazawa Investment Co., Ltd.
Independent Director	JUI- LUNG TUNG	Vice Chairman, Tungs' Taichung MetroHarbor Hospital Chairman of Jia-Bao Social Welfare Foundation Director of Shuz Tung Machinery Industrial Co., Ltd. Chairman of CHUANN HERH ENTERPRISE CO., LTD. Director, Jing Dai Enterprise Co., Ltd. Director of Sang Lee Enterprise Co., Ltd. Executive Director, Taichung City Harbor Area Cultural Arts Foundation Executive Director, Taiwan Hospital Association Executive Director, Taiwan College of Healthcare Executive Executive Director, Taiwan Nongovernmental Hospitals and Clinics Association Executive Director, Taiwan Hospital Association Member of Hospital Appraisal and Teaching Hospital Appraisal Committee, Ministry of Health and Welfare Member of Medical and Social Welfare Institution Management Association, Ministry of Health and Welfare Member of "National Health Insurance Medical Benefits Hospital Total Consultation" National Health Insurance Administration, MOHW
Independent Director	JHENG-SYONG PAN	Managing Attorney, Citadel Law Office Independent Director of YC INOX CO., LTD. Reorganizer of WINTEK CORP.
Independent Director	JIA-SHENG TIAN	Certified Public Accountant, Sunpower CPA Firm Chairman of the Board of Directors of Original Dynamics Consulting Co., Ltd. Director of GENIUS ELECTRONIC OPTICAL CO., LTD. Independent Director of BUIMA GROUP INC. Independent Director of SIWARD CRYSTAL TECHNOLOGY CO., LTD. Director of ACON-HOLDING INC. Supervisor of DA FON ENVIRONMENTAL TECHNOLOGY CO., LTD. Director of Natures Bank Exchange CO., LTD.

4. Please reach a resolution through public discussion.

Resolution:

Temporary Motion

Meeting adjourned