

Stock Code: 8466



**M. J. International Co., Ltd.**

**美喆國際股份有限公司**

**2023 Annual General Shareholders' Meeting**

**Meeting Agenda**

**(Translation)**

Date : 9:00AM on June 21, 2023 (Wednesday)

Place: No.189, Sec.1, Xianmin Blvd.,Banqiao Dist., 220 New Taipei City  
(Grand Forward Hotel )

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M. J. International Co., Ltd.

## **2023 Annual General Shareholders' Meeting**

### **Procedure**

- I. Announcement of Meeting
- II. Speech by Chairman
- III. Report Items
- IV. Approval Items
- V. Discussion Items
- VI. Extraordinary Motions
- VII. Adjournment of Meeting

M.J. International Co., Ltd.

## **Agenda of 2023 Annual General Shareholders' Meeting**

Meeting type : Physical shareholders

Time : 9:00AM on June 21, 2023 (Wednesday)

Location : 3 F, No.189, Sec.1, Xianmin Blvd., Banqiao Dist., 220 New Taipei City  
(Grand Forward Hotel )

I. Announcement of Meeting

II. Speech by Chairman

III. Report Items

1. 2022 Business Report.
2. 2022 Audit Committee's Review Report.
3. Endorsement/Guarantee and Financing.
4. 2022 Distribution of Compensation to the Company's Directors and Employees.
5. Distribution of 2022 earnings by cash dividends.
6. To amend the "Procedures of the Board of Directors".

IV. Approval Items

1. The Company's 2022 business report and consolidated financial statements °
2. Motion for distribution of 2022 earnings.

V. Discussion Items

1. To amend the "Company's Memorandum and Articles of Incorporation "(Special resolution)
2. To amend the " Regulations Governing Acquisition or Disposition of Assets " for the company and its subsidiaries.

3. To amend and Added " Regulations for the Administration of Engaging in Derivatives Trading" for the Company and its Subsidiaries.
4. To amend the "Procedure of the Shareholders' Meeting" for the Company and its Subsidiaries.

VI. Extraordinary Motions

VII. Adjournment of Meeting

## **Report Items**

Proposed by the Board of Directors

1. 2022 Business Report

Description: For the Company's 2022 Business Report, Please refer to Attachment 1 (Pages 12~14).

2. 2022 Audit Committee's Review Report

Description: For the Company's 2022 Audit Committee's Review Report, Please refer to Attachment 2 (Page 15).

3. Endorsement/Guarantee and Financing

Description: For the Company's Endorsement/Guarantee and Financing, Please refer to Attachment 3 (Pages 16~19).

4. Distribution of Compensation for Company's Directors and Employees in 2022 ◦

Description: For the distribution of compensation to the Company's directors and employees in 2022, please refer to Attachment 4 (Page 20).

5. Distribution of 2022 earnings by cash dividends.

Description:

1. In accordance with Article No. 100 of the Articles of Incorporation, the Company granted the authority to the Board of Directors to decide on the distribution of all or a part of the dividends and bonus according to shareholding ratios by cash and report to shareholders' meeting.
  2. We proposed to distribute cash dividend NT\$ 98,518,500 with NT\$ 1.5 per share. The cash dividends are calculated up to NT\$ 1 (decimal points are rounded down). The total uncounted shares in fractions of NT\$1 shall be listed as other income of the Company.
  3. The proposal has been passed by resolution during board meeting. The chairman was granted authority to establish ex-dividend date, payment date and other matters.
6. To amend the "Procedures of the Board of Directors".
- Description: To amend the "Procedures of the Board of Directors", please refer to Attachment 5 (Page 20).

## Proposal Items

Proposed by the Board of Directors

### [ Proposal 1 ]

Cause: 2022 business report and consolidated financial statements.

Description:

- I. The Company's 2022 business report and consolidated financial statements have been approved by the Audit Committee and Board of Directors on March 23, 2023.
- II. For the business report, consolidated financial statements, and the audit report containing unqualified opinions issued by Chen Chiang-Shiun, CPA and Chen Chao-Mei, CPA of Deloitte Taiwan, please refer to Attachment 1 (Pages 12~14) and Attachment 6 (Pages 21~30).
- III. Presented for approval.

Resolution:

### [ Proposal 2 ]

Cause: The distribution of 2022 earnings.

Description: I. The distribution of earnings is stated as following:

M.J. International Co., Ltd.  
Distribution of 2022 Earnings

	Unit: NTD\$
Unappropriated earnings, beginning	<b>305,711,819</b>
Add: Current net income	143,493,930
Less: Appropriated as 10% legal reserve	-14,349,393
Add : Appropriated as special reserve pursuant to laws	63,007,094
Earning available for distribution, ending	<b>497,863,450</b>
Items for distribution	
Cash dividends to shareholders (NT\$1.5 per share)	98,518,500
End of term Unappropriated earnings	<b>399,344,950</b>

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II. Presented for approval.

Resolution:

## **Discussion Items**

Proposed by the Board of Directors

### **[ Proposal 1 ]**

Cause: To amend the Company's Memorandum and Articles of Incorporation (Special resolution)

Description: I. In response to the amendments to the "Checklist for Protection of Shareholders' Equity in Country Where the Foreign Issuer is Registered" required by TWSE's letter No. 1111704301 dated Jan 9, 2023, the Company plans to amend its Memorandum and Articles of Incorporation. For related information, please refer to Attachment 7 (Pages 31~40).

II. Please proceed to discuss.

Resolution:

### **[ Proposal 2 ]**

Cause: Discussion of the amend the " Regulations Governing Acquisition or Disposition of Assets " for the company and its subsidiaries.

Description: I. In order to meet actual needs, propose to amend the " Regulations Governing Acquisition or Disposition of Assets " for the company and its subsidiaries., please refer to Attachment 8 (Pages 41~46).

II. Please proceed to discuss.

Resolution:

### **[ Proposal 3 ]**

Cause: Discussion of the amend and Added " Regulations for the Administration of Engaging in Derivative Transactions" for the Company and its Subsidiaries.

Description: I. In order to revise and add the scope, authorization level and transaction amount of the company and its subsidiaries to engage in derivatives transactions, it is proposed to revise and add the company and its subsidiaries' "Regulations for the Administration of Engaging in Derivative Transactions ", please refer to Attachment 9 & Attachment 10 (Pages 47~54).

II. Presented for discussion.

Resolution:

**[ Proposal 4 ]**

Cause: Discussion of the amend the "Procedure of the Shareholders' Meeting" for the Company.

Description: I. To comply with the letter No. 1120003520 issued by the TWSE on March 7, 2023, it is proposed to amend the "Procedure of the Shareholders' Meeting" for the Company, please refer to Attachment 11 (Pages 47~54).

II. Presented for discussion.

Resolution:

## **Extraordinary Motions**

## **Adjournment of Meeting**