

**Stock Code: 8466**



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

**美喆國際股份有限公司**

# **2024 Annual General Shareholders' Meeting Meeting Handbook**

**(Translation)**

**Date :** 9:00AM on June 25, 2024 (Thursday)

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

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**M.J. International Co., Ltd.**  
**2024 Annual General Shareholders' Meeting**

**Procedure**

- I. Call Meeting to Order
- II. Chairperson Remarks
- III. Reports
- IV. Approvals
- V. Discussions
- VI. Elections
- VII. Other Matters
- VIII. Extraordinary Motions
- VIII. Adjournment

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

### **Agenda of 2024 Annual General Shareholders' Meeting**

Convening Method: Physical Meeting

Time : 9:00AM on June 25, 2024 (Thursday)

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

I. Call Meeting to Order

II. Chairperson Remarks

III. Reports

1. 2023 Business Report.
2. 2023 Audit Committee's Review Report.
3. Endorsement/Guarantee and Financing.
4. Distribution of 2023 earnings by cash dividends.
5. Amendment to the "Listed and OTC companies establish ethical conduct guidelines".

IV. Approvals

1. The Company's 2023 business report and consolidated financial statements.
2. Proposal for deficit Compensation and distribution of 2023 earnings.

V. Discussions

1. Amendment to the "Measures for Election of Directors" for the Company.
2. Amendment to the "Regulations for the Administration of Engaging in

Derivatives Trading” for the Subsidiaries of Our Company.

3. Amendment to the “Regulations Governing Acquisition or Disposition of Assets” for the Company.
4. Amendment to the “Operational Procedures for Loaning Funds to Others” for the Company.

#### VI. Elections

Proposal for the Re-election of the Company's Directors (including Independent Directors).

#### VII. Other Motions

Proposal to Lift the Non-Compete Restrictions for Newly Appointed Directors(Special resolution).

#### VIII. Extraordinary Motions

#### VIII. Adjournment

## **Reports**

Proposed by the Board of Directors

1. 2023 Business Report

Description: For the Company's 2023 Business Report, Please refer to Attachment 1 (Pages 12~15).

2. 2023 Audit Committee's Review Report

Description: For the Company's 2023 Audit Committee's Review Report, Please refer to Attachment 2 (Page 16).

3. Endorsement/Guarantee and Financing

Description: For the Company's Endorsement/Guarantee and Financing, Please refer to Attachment 3 (Pages 17~19).

4. Distribution of 2023 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\$ 19,703,700 with NT\$ 0.3 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.

5. Amendment to the "Listed and OTC companies establish ethical conduct guidelines".

Description: Amendment to the "Listed and OTC companies establish ethical conduct guidelines", please refer to Attachment 4 (Page 20).

## **Proposals**

Proposed by the Board of Directors

### **[ Proposal 1 ]**

Cause: 2023 business report and consolidated financial statements, presented for approval.

Description:

- I. The Company's 2023 business report and consolidated financial statements have been approved by the Audit Committee and Board of Directors on March 7, 2024.
- 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 12~15) and Attachment 5 (Pages 21~30) .
- III. Approval requested.

Resolution:

### **[ Proposal 2 ]**

Cause: Proposal for Deficit Compensation and distribution of 2023 earnings, presented for approval.

Description: I. The deficit Compensation and distribution is stated as following:

M.J. International Co., Ltd.

#### Deficit Compensation and distribution of 2023 Earnings

Unit: NTD\$

Unappropriated earnings, beginning	<b>399,344,950</b>
Less: Net loss	-64,313,430
Less : Appropriated as special reserve pursuant to laws	-15,792,410
Earning available for distribution, ending	<b>319,239,110</b>
Items for distribution	
Cash dividends to shareholders (NT\$0.3 per share)	19,703,700
End of term Unappropriated earnings	<b>299,535,410</b>

II. Approval requested.

Resolution:



## **Discussions**

Proposed by the Board of Directors

### **[ Proposal 1 ]**

Cause: Amendment to the “Measures for Election of Directors” for the Company.  
(Special resolution)

Description: I. To comply with the TWSE’s Taiwan-Stock-Governance No. 1090009468 announcement on corporate governance, it is proposed to amend the Company's “Regulations for the Election of Directors”. For related information, please refer to Attachment 6 (Pages 31~32).

II. Please proceed to discuss.

Resolution:

### **[ Proposal 2 ]**

Cause: Discussion of amendment to the “Regulations for the Administration of Engaging in Derivatives Trading” for the Subsidiaries of Our Company.

Description: I. To meet actual needs, it is proposed to amend the Company's subsidiary's “Regulations for the Administration of Engaging in Derivatives Trading”, please refer to Attachment 7 (Pages 33~40).

II. Please proceed to discuss.

Resolution:

### **[ Proposal 3 ]**

Cause: Discussion of amendment to the Regulations Governing Acquisition or Disposition of Assets” for the Company.

Description: I. To meet actual needs, it is proposed to amend the Company's "“Regulations Governing Acquisition or Disposition of Assets”, please refer to Attachment 8 (Pages 41~42).

II. Presented for discussion.

Resolution:

[ **Proposal 4** ]

Cause: Discussion of amendment to the “Operational Procedures for Lending Funds to Others” for the Company's and its subsidiaries.

Description: I. To comply with the TWSE's directive No. 1131701846, it is proposed to amend the Company's and its subsidiaries' “Operational Procedures for Loaning Funds to Others”, please refer to Attachment 11 (Pages 43~45).

II. Presented for discussion.

Resolution:

## **Elections**

Proposed by the Board of Directors

Cause: Proposal for the Re-election of the Company's Directors (including Independent Directors).

Description: I. The tenure of the Company's directors would terminate on August 11, 2024 originally. The Company Plan to re-elect directors in advance. The tenure of original directors and will immediately terminate upon the newly-elected directors assuming their positions.

II. This election proposal was passed by the company's board of directors on March 7, 2024 , The Company plans to elect all 9 directors (including 3 independent directors). The tenure of the newly-directors for a term of three years, starting on June 25, 2024 to June 24, 2027.

III. The election system of director adopts candidate nomination system and the candidates list has been passed in the resolution upon reviewed by the Board of Directors on May 9, 2024, Shareholders should choose from the list of candidates for directors and independent directors. Please refer to Attachment 10 hereof for the educational background, experience and other related materials (page 46~47).

IV. This by-election is subject to our "Measures for Election of Directors", and the details are available in Appendix 3 hereof (Pages 111~114).

V. Please proceed to elect. °

Result:

## **Other Matters**

Proposed by the Board of Directors

Cause: Proposal to Lift the Non-Compete Restrictions for Newly Appointed Directors(Special resolution).

Description:I. According to Article 46 of the Articles of Association of the Company, Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution: grant a waiver to a Director's non-competition obligation, or approve a Director to engage in activities in competition with the Company.

II. While some new directors may engage in or operate a business similar to or within the scope of the Company's business, subject to no harm to the interests of the Company, it is proposed to allow such acts in accordance. please refer to Attachment 11(page 48).

III. Please proceed to discuss.

Resolution:

## **Extraordinary Motions**

## **Adjournment**