

# **Nexcom International Co.,Ltd.**

## **2023 Annual Shareholders' Meeting Minutes**

### **(Translation)**

Time: June 27, 2023 (Tuesday), 9.00 a.m.

Venue: 9F., No. 920, Zhongzheng Rd., Zhonghe Dist., New Taipei City (auditorium of the Company)

Method: physical shareholders' meeting

Attendant: The total number of shares represented by the shareholders present and their proxies is 92,310,798 shares (including the number of shares that exercise voting rights electronically 7,551,842 shares), representing 65.36% of the Company's total issued shares of 141,226,472 shares.

Directors Present: Lin, Mao-Chang (the chairman of the Board of Directors), Chen, Wen-Chuan (Director), Wang, Yun-Yuao (Independent Director), Chen, Chin-Yin (Independent Director)

Others Present: Wu, Han-Chi, CPA of PricewaterhouseCoopers Taiwan

Tzan, Wen-Kai, lawyer of De-Cheng Law Office

Chairman: Lin, Mao-Chang, the chairman of the Board of Directors

Minute Recorder: Huang, SHU-WAN

**I. Chairman announced commencement.** (The aggregate shareholding of the shareholders present in person or by proxy constitutes a quorum. The Chairman called the meeting to order.)

**II. Chairperson's Address(omitted)**

**III. Report Items**

1 · Business Report for 2022 ( please see Attachment 1 )

2 · Audit Committee's Review Report of Audited Financial Statements for 2022. ( please see Attachment 2 )

3 · Status Report on the Distributions of Employee Compensation and Director Remuneration for 2022.

Description: (1) In accordance with "Articles of Incorporation", Article 20, employee compensation and Director remuneration are appropriated.

(2) In 2022, the profit of the Company amounted to NT\$1,192,400,998 (pre-tax profit before employee compensation and Director remuneration). The Company appropriated 1% of the profit or NT\$11,924,010 as employee compensation, and 0.361188812% of the profit or NT\$4,306,819 as Director remuneration. Both were disbursed in cash. The disbursements did not differ from the compensation and remuneration expenses recognized.

#### IV. Ratification Items

##### Proposal 1

(Proposed by the Board of Directors)

Item: Ratification of business report and financial statements for 2022.

Description: I. The Standalone and Consolidated Financial Statements for 2022 (Balance Sheet, Comprehensive Income Statement, Statement of Changes in Equity and Statement of Cash Flows) have been audited by CPAs from PricewaterhouseCoopers Taiwan (PwC Taiwan), Wu Han-Chi and Tsai Yi-Tai. The financial statements, along with the Business Report have been submitted to the Audit Committee for review. A written report has since been issued and documented.

II. For Business Report, Independent Auditor's Report and the aforementioned Financial Statements, please see Attachment 1 and Attachment 3.

III. Kindly ratify.

**Resolved**, that the above proposal be and hereby was approved as proposed.

**Voting Results:** Shares represented at the time of voting : 92,310,798 votes

Voting Results*		% of the total represented share present
Votes in favor:	89,453,054 votes (4,707,455 votes)	96.90%
Votes against:	84,080 votes ( 84,080 votes)	0.09%
Votes invalid:	0 votes	0.00%
Votes abstained:	2,773,664 votes (2,760,307 votes)	3.00%

\*Including votes casted electronically (numbers in brackets)

**Proposal 2****(Proposed by the Board of Directors)**

Item: Ratification of earnings distribution for 2022.

Description: I. The net profit after tax of the Company for 2022 amounted to NT\$902,188,330. In accordance with the provisions of the Company Act, the Company appropriated NT\$91,559,122 for legal capital reserve and reversed the special reserve in an amount of NT\$35,937,114. Adding the adjusted beginning balance of undistributed earnings of NT\$386,037,389, the accumulated distributable earnings amounted to NT\$1,232,603,711.

II. 2022 Earnings Distribution Table is as follows:

**NEXCOM International Co., Ltd.****2022 Earnings Distribution Table**

Unit: NT\$

<b>Item</b>	<b>Amount</b>
<b>Beginning balance of undistributed earnings</b>	372,634,499
Add: Adjustment to retained earnings for 2022	13,402,890
<b>Adjusted beginning balance of undistributed earnings</b>	386,037,389
Add: Net profit after tax for 2022	902,188,330
Less: Provision for legal reserve	(91,559,122)
Less: Appropriation of special reserve Add: Reversal of special reserve	35,937,114
<b>Distributable earnings</b>	1,232,603,711
Assign items	
Dividends – cash (NT\$3.0 per share)	423,679,416
<b>End balance of undistributed earnings</b>	808,924,295
Remarks:	
The shareholder dividend is distributed based on a total of 141,226,472 outstanding shares on March 31, 2023.	

Chairperson: Lin Mao-Chang

Manager: Yang Chien-Hsing

Head of Accounting: Chen Yuan-Pin

III. Proposal for distributing cash dividend of NT\$3 per share, in which cash dividend shall be computed based on distribution proportion and rounded down to the nearest dollar (any amount below NT\$1 shall be omitted). The total fractional cash dividends less than NT\$1 shall be adjusted in the order starting from the largest to the smallest decimal number as well as from the smallest to the largest shareholder account number, until it reaches the total amount of the cash dividend to be distributed.

- IV. The ex-dividend and disbursement dates, and other relevant matters regarding the earnings distribution shall be determined subsequent to a resolution passed in the Shareholders' Meeting, in which the Chairperson shall be authorized to take charge of the undertaking.
- V. In the event that the share capital of the Company undergoes a change which affects the total number of outstanding shares, and changing the dividend payout ratio becomes necessary, the Chairperson shall be authorized with discretionary powers to make decisions pertaining to such matters.
- VI. The distribution of earnings for 2022 shall be prioritized in the upcoming earnings distribution proposal.

**Resolved**, that the above proposal be and hereby was approved as proposed.

**Voting Results:** Shares represented at the time of voting : 92,310,798 votes

Voting Results*			% of the total represented share present
Votes in favor:	89,687,054 votes	(4, 941,455votes)	97.15%
Votes against:	84,080 votes	(84,080 votes)	0.09%
Votes invalid:	0 votes		0.00%
Votes abstained:	2,539,664 votes	(2,526,307 votes)	2.75%

\*Including votes casted electronica (numbers in brackets)

## V. Discussion Items

### Proposal 1

**(Proposed by the Board of Directors)**

Item: Proposal for amendments to the Company's "Articles of Incorporation".

Description: I. In compliance with provisions of laws and in order to increase the flexibility of the means for convening a shareholders' meeting, it is proposed to amend the Company's "Articles of Incorporation" by adding the provision that the Company's shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.

II. For the comparison table for amendments to the "Articles of Incorporation", please see Attachment 4.

**Resolved**, that the above proposal be and hereby was approved as proposed.

**Voting Results:** Shares represented at the time of voting : 92,310,798 votes

Voting Results*			% of the total represented share present
Votes in favor:	87,648,387 votes	(2,902,788 votes)	94.94%
Votes against:	2,122,747 votes	(2,122,747 votes)	2.29%
Votes invalid:	0 votes		0.00%
Votes abstained:	2,539,664 votes	(2,526,307 votes)	2.75%

\*Including votes casted electronically (numbers in brackets)

## Proposal 2

(Proposed by the Board of Directors)

Item: Proposal for amendments to “Procedures for Acquisition and Disposal of Assets”.

Description: I. In order to align with the Company’s actual practice, it is proposed to amend the Company’s “Procedures for Acquisition and Disposal of Assets”.

II. For the comparison table for amendments to “Procedures for Acquisition and Disposal of Assets”, please see Attachment 5.

**Resolved**, that the above proposal be and hereby was approved as proposed.

**Voting Results:** Shares represented at the time of voting : 92,310,798 votes

Voting Results*			% of the total represented share present
Votes in favor:	85,095,120 votes	(349,521 votes)	92.18%
Votes against:	4,676,014 votes	(4,676,014 votes)	5.06%
Votes invalid:	0 votes		0.00%
Votes abstained:	2,539,664 votes	(2,526,307 votes)	2.75%

\*Including votes casted electronically (numbers in brackets)

**There were no questions from shareholders regarding the proposals at this meeting.**

VI. Extemporaneous Motions : None.

VII. Adjournment : 9:21 a.m