

Stock code : 1457

# YI JINN INDUSTRIAL CO., LTD

## 2023 Annual Shareholders' Meeting

Reference materials for various proposals

Date of meeting: May 31, 2023 (Wednesday), at 9:00 a.m.

Place of meeting: No. 29, Hongzhou St., Guishan Dist., Taoyuan City  
(subsidiary: Hung Chou Factory)

## Acknowledged Matters :

Proposed by board of directors

Proposal: 2022 business report, financial statements and the proposal earnings distributions, for your approval.

Explanation: (1) The Company's balance sheets, statements of comprehensive income, statements of changes in equity and statements of cash flows of the year 2022 (included consolidated financial statements, please refer to P.9-P.28 of attachment 4 of the agenda), were audited by Pan Chun-Ming and Chang, Shu-Ying of KPMG, and audit report has been offered.

(2) 2022 business report of the Company, please refer to P.6 of attachment 1 of the agenda.

(3) The profit distribution made in accordance with Articles of Incorporation is as follows:

### **YI JINN INDUSTRIAL CO.,LTD**

#### **2022 Profit Distributio**

Unit: NTD

Beginning of period undistributed earnings	821,573,224
Add: net profit after tax of the fiscal year	1,013,957,051
Difference between consideration and carrying amount of Subsidiaries acquired or disposed	(25,137,935)
Subtotal:	1,810,392,340
Minus: designated 10% legal reserve	(98,881,912)
designated special reserve	(29,269,380)
Distributable earnings subtotal of the fiscal year	1,682,241,048
Minus: shareholders' cash dividends of the year 2022 (NT\$1 per share)	(301,647,640)
End of term undistributed earnings	1,380,593,408
Note: undistributed profit of the year 2022 was prior to distribute.	

Chairman:

Chan, Cheng-Tien

Managerial Officer:

Weng, Mao-Cheng

Accountant in charge:

Lai, Yu-Min

(4) For your approval.

Resolution:

## Matters for Discussion :

Proposed by board of directors

Proposal: Amendment of the Company's "Articles of Incorporation", for your discussion.

Explanation: Cooperate with the actual operation needs of the company, drafted to amend part of articles of Articles of Incorporation, and the comparison of the amended articles, please refer is as follows:

YI JINN INDUSTRIAL CO.,LTD

### Comparison of Amendment of "Articles of Incorporation"

Amended articles	Current articles	Revising reason
<p>Article 11:</p> <p>When a shareholder can not attend a shareholders' meeting for any reason, may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney stating therein the scope of power authorized to the proxy in accordance with Article 177 of the Company Act and Article 25-1 of Securities Exchange Act, and use matters of a proxy shall be conducted in accordance with "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".</p> <p><u>A shareholders' meeting can be convened by means of visual communication network or other methods promulgated by the central competent authority, and the procedures and other following matters shall be conducted in</u></p>	<p>Article 11:</p> <p>When a shareholder can not attend a shareholders' meeting for any reason, may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney stating therein the scope of power authorized to the proxy in accordance with Article 177 of the Company Act and Article 25-1 of Securities Exchange Act, and use matters of a proxy shall be conducted in accordance with "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".</p>	<p>Revised in accordance with the regulations.</p>

<u>accordance with regulations of the competent authority.</u>		
<p>Article 27-1:</p> <p>When the Company's annual final account has net profit after tax, accumulated loss shall be recovered first, and the Company shall appropriate 10% legal reserve in accordance with regulations, and special reserve shall be appropriated or reversed in accordance with laws or regulations of the competent authority. <u>Designated insufficient amount for "Investment properties added amount at fair value accumulated last year" and "other equity deduction net amount accumulated last year", before distributing earnings, considerable amount of special reserve shall be designated from distributed earnings last first, if there's insufficient situation, net profit after tax adds items other than net profit after tax, and include in designation of undistributed earnings amount.</u></p> <p>For the balance and beginning retained earnings, the board of directors programed to make earnings distribution proposal, it shall be submitted to a shareholders' meeting for a resolution to distribute shareholders' dividend bonus.</p> <p>All or a part of dividend and bonus or legal reserve and capital reserve are paid in cash, and authorized board of directors shall be agreed by</p>	<p>Article 27-1:</p> <p>When the Company's annual final account has net profit after tax, accumulated loss shall be recovered first, and the Company shall appropriate 10% legal reserve in accordance with regulations, and special reserve shall be appropriated or reversed in accordance with laws or regulations of the competent authority.</p> <p>For the balance and beginning retained earnings, the board of directors programed to make earnings distribution proposal, it shall be submitted to a shareholders' meeting for a resolution to distribute shareholders' dividend bonus. All or a part of dividend and bonus or legal reserve and capital reserve are paid in cash, and authorized board of directors shall be agreed by a majority of the shareholders present who represent two-thirds or more of the total number of its outstanding shares, and report to a shareholders' meeting.</p> <p>The Company's dividend policy is responding to current and future development plan, considering investment environment, capital need and</p>	<p>RR</p> <p>Revised in accordance with the regulations.</p>

<p>a majority of the shareholders present who represent two-thirds or more of the total number of its outstanding shares, and report to a shareholders' meeting.</p> <p>The Company's dividend policy is responding to current and future development plan, considering investment environment, capital need and domestic and foreign competition conditions, however, concerning shareholder equity and the Company's development, and when shareholders' dividend bonus is distributed in accordance with a resolution of a shareholders' meeting, it shall not be less than 10% of distributing cash dividend, and the rest shall be distributed stock dividend.</p>	<p>domestic and foreign competition conditions, however, concerning shareholder equity and the Company's development, and when shareholders' dividend bonus is distributed in accordance with a resolution of a shareholders' meeting, it shall not be less than 10% of distributing cash dividend, and the rest shall be distributed stock dividend.</p>	
<p>Article 30:</p> <p>The Articles of Incorporation was drawn up on March 8, 1981</p> <p>The 1st amendment was made on August 21, 1981.</p> <p>The 2nd amendment was made on August 17, 1983.</p> <p>The 3rd amendment was made on May 6, 1985.</p> <p>The 4th amendment was made on August 28, 1987.</p> <p>The 5th amendment was made on October 9, 1989.</p> <p>The 6th amendment was made on December 15, 1990</p> <p>The 7th amendment was made on September 26, 1991.</p>	<p>Article 30:</p> <p>The Articles of Incorporation was drawn up on March 8, 1981</p> <p>The 1st amendment was made on August 21, 1981.</p> <p>The 2nd amendment was made on August 17, 1983.</p> <p>The 3rd amendment was made on May 6, 1985.</p> <p>The 4th amendment was made on August 28, 1987.</p> <p>The 5th amendment was made on October 9, 1989.</p> <p>The 6th amendment was made on December 15, 1990</p> <p>The 7th amendment was made on September 26, 1991.</p>	<p>Revised in accordance with the regulations.</p>

<p>The 8th amendment was made on October 29, 1991.</p> <p>The 9th amendment was made on June 20, 1992.</p> <p>The 10th amendment was made on November 7, 1992.</p> <p>The 11th amendment was made on April 4, 1993.</p> <p>The 12th amendment was made on May 22, 1995.</p> <p>The 13th amendment was made on May 7, 1997.</p> <p>The 14th amendment was made on May 12, 1998.</p> <p>The 15th amendment was made on May 27, 1999.</p> <p>The 16th amendment was made on May 22, 1999.</p> <p>The 17th amendment was made on June 12, 2002.</p> <p>The 18th amendment was made on June 10, 2005.</p> <p>The 19th amendment was made on June 9, 2006.</p> <p>The 20th amendment was made on June 4, 2010.</p> <p>The 21st amendment was made on June 10, 2011.</p> <p>The 22nd amendment was made on June 8, 2012.</p> <p>The 23rd amendment was made on June 11, 2013.</p> <p>The 24th amendment was made on May 30, 2014.</p> <p>The 25th amendment was made on June 24, 2016.</p> <p>The 26th amendment was made on June 1, 2018.</p>	<p>The 8th amendment was made on October 29, 1991.</p> <p>The 9th amendment was made on June 20, 1992.</p> <p>The 10th amendment was made on November 7, 1992.</p> <p>The 11th amendment was made on April 4, 1993.</p> <p>The 12th amendment was made on May 22, 1995.</p> <p>The 13th amendment was made on May 7, 1997.</p> <p>The 14th amendment was made on May 12, 1998.</p> <p>The 15th amendment was made on May 27, 1999.</p> <p>The 16th amendment was made on May 22, 1999.</p> <p>The 17th amendment was made on June 12, 2002.</p> <p>The 18th amendment was made on June 10, 2005.</p> <p>The 19th amendment was made on June 9, 2006.</p> <p>The 20th amendment was made on June 4, 2010.</p> <p>The 21st amendment was made on June 10, 2011.</p> <p>The 22nd amendment was made on June 8, 2012.</p> <p>The 23rd amendment was made on June 11, 2013.</p> <p>The 24th amendment was made on May 30, 2014.</p> <p>The 25th amendment was made on June 24, 2016.</p> <p>The 26th amendment was made on June 1, 2018.</p>	
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<p>The 27th amendment was made on June 6, 2019.</p> <p>The 28th amendment was made on June 11, 2020.</p> <p>The 29th amendment was made on August 4, 2021.</p> <p><u>The 30th amendment was made on may 31, 2023.</u></p>	<p>The 27th amendment was made on June 6, 2019.</p> <p>The 28th amendment was made on June 11, 2020.</p> <p>The 29th amendment was made on August 4, 2021.</p>	
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Resolution:

## Extemporary Motions

## Adjournment