

# **GROUP UP INDUSTRIAL CO., LTD.**

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

1. Meeting Time:  
9:00 a.m., Tuesday on May 30th, 2024.
2. Meeting Venue:  
Training Room on 4<sup>th</sup> floor at No. 188, Heping Road, Yangmei District, Taoyuan City, Taiwan (R.O.C.)
3. Convening method: Physical meeting.
4. Report Items:
  - (1) The 2023 Annual Business Report
  - (2) Audit Committee Report
  - (3) 2023 Annual Employee Remuneration and Director Remuneration Distribution Report
  - (4) 2023 Annual Earnings Distribution Cash Dividend Report
5. Items to be approved:
  - (1) 2023 Annual Business Report and Financial Statements
  - (2) 2023 Annual Earnings Distribution
6. Items to be discussed and resolved:
  - (1) Comprehensive re-election of directors
  - (2) Dismissal of newly appointed directors and their representatives' non-compete restrictions
7. Other Questions and Motions
8. Adjournment

## **Report Items**

**Proposal 1:** The 2023 Annual Business Report

**Explanation:** For the 2023 Annual Business Report, please refer to pages 5-6 as Attachment 1 of the Handbook.

**Proposal 2:** Audit Committee Report

**Explanation:** For the Audit Committee Report on 2023, please refer to page 7 as Attachment 2 of the Handbook.

**Proposal 3:** 2023 Annual Employee Remuneration and Director Remuneration Distribution Report

**Explanation:**

- (1) Follow the article no.19 of the “Company Charter.”
- (2) In the annual year of 2023, the Company will distribute the compensation of NT\$22,000,000 to employees, and NT\$5,500,000 to Board members, all by cash. The Company will authorize the Chairperson to set the date of compensation.
- (3) There is no difference between the estimated items and the total amount of compensation as mentioned above.

**Proposal 4:** 2023 Annual Earnings Distribution Cash Dividend Report

**Explanation:**

- (1) To follow Article no.20 of the “Company Charter.”, if the Company distributes the dividend and bonus by cash, will authorize 2/3 attendance of Board members, and then process the resolution by more than 1/2 of Board members who attend Board meeting, and report to Annual Shareholders’ Meeting.
- (2) Cash dividends to be distributed to shareholders are NT\$463,912,224. Each common shareholder will be entitled to receive a cash dividend of NT\$8 per share, as calculated on a proportional basis up to NT\$1.00, and the total amount of miscellaneous items distributed less than NT\$1.00 shall be listed as other income of the Company.
- (3) If there’s a change in the share capital that affects the number of shares, and changes in the shareholder’s dividend rate and needs to be corrected, The Company authorizes the chairman to adjust further change.

## Items to be approved

### **Proposal 1: (by Board of Directors)**

#### **Topic: 2023 Annual Business Report and Financial Statements**

**Explanation:** The Company's 2023 Financial Statement is completed by KPMG with an audit report; the audit committee also reviewed both the Financial Statements and Business Report, and then submitted the reports to the shareholders' meeting for approval. Please refer to page 5~6 of Attachment 1 and page 8~22 of Attachment 3 of the Handbook.

#### **Resolution:**

### **Proposal 2: (by Board of Directors)**

#### **Topic: 2023 Annual Earnings Distribution**

#### **Explanation:**

- (1) In 2023, the company's net profit after tax amounted to NT\$713,559,585. After including the adjusted opening undistributed earnings of NT\$715,432,164, the cumulative distributable surplus reached NT\$1,428,991,749. Following the appropriation of 10% of the statutory surplus for 2023, which accumulated to NT\$71,493,177, and the adjustment of the special surplus reserve of NT\$4,723,796 for the exchange difference in the translation of financial statements of foreign operating institutions, the surplus available for distribution was calculated to be NT\$1,352,774,776. Consequently, the cash dividend to be distributed to shareholders amounts to NT\$463,912,224.
- (2) Earnings distribution statement in the year 2023 below:  
Earnings distribution statement in 2023

Explanation	Unit: NT\$
initial undistributed surplus – before 1997	161,943
initial undistributed surplus – during 1998-2009	105,771,607
initial undistributed surplus – after 2010	608,126,428
IFRS	714,059,978
Plus : net profit after tax in 2023	713,559,585
Plus : Actuarial benefits of the company's pension	1,372,186
Cumulative distributable surplus	1,428,991,749
Distribution:	
Statutory surplus reserve 10%	71,493,177
Special surplus reserve for conversion of foreign operating agency	4,723,796
Cash Dividend NT\$8.0 (Note1)	463,912,224
Unallocated surplus at the end of period	888,862,552

Note 1: To follow Article No.20 of the Company Charter., if the Company distributes the dividend and bonus by cash, will authorize 2/3 attendance of Board members, and then process the resolution by more than 50% of Board members who attend Board meeting, and report to Annual Shareholders' Meeting.

Note 2: The dividend distribution amount is calculated based on the company's 57,989,028 shares as of February 23<sup>rd</sup>, 2024.

Board of Director



General Manager



Accounting Manager



## **Items to be Elected and Discussed**

**Proposal 1: (proposed by Board of Directors)**

**Topic: Comprehensive re-election of directors**

**Explanation:**

- (1) The term of office of the current Board of Directors will expire on July 29, 2024, and the Company intends to hold a comprehensive election of directors at the 2024 shareholders' meeting.
- (2) According to the government company law Article, the shareholders' meeting will elect 10 directors, including 4 independent directors, through a nomination system, in which the shareholders will select from a list of candidates.
- (3) The newly elected directors will take office on the election date for a three-year term from May 30, 2024, to May 29, 2027.
- (4) The list of candidates for directors and independent directors was approved by the Board of Directors on February 23, 2024, and April 17, 2024. Please refer to Attachment 4 on page 23 of this manual.
- (5) Please participate in the election.

**Election Results:**

**Proposal 2: (proposed by Board of Directors)**

**Topic: Dismissal of newly appointed directors and their representatives' non-compete for restrictions**

**Explanation:**

- (1) According to Article 209 of the Company Law, "Directors shall explain the essential content of their actions for themselves or others within the company's business scope to the shareholders' meeting and obtain their permission."
- (2) The company plans to lift the non-compete restrictions for newly appointed directors and their representatives to facilitate operations.
- (3) Refer to Attachment Five on Page 24 of this handbook for details on the non-compete clauses of the newly appointed director candidates.
- (4) Resolution is requested.

**Resolution:**

## **Other Questions and Motions**

## **Adjournment**