



Dyaco International Inc.

Notice of 2023 Annual Shareholders' Meeting

**In case of any discrepancy between the English and the Chinese version, the Chinese version shall prevail
(Summary Translation)**

I. The 2023 Annual Shareholders' Meeting (the "Meeting") will be convened at No.1, Gong 1st Rd., Hemei Township, Changhua County (Meeting Center at Dyaco's Headquarters, Chuansing Industrial Park) at 9:00 a.m. on May 26, 2023 (reception at the same venue begins at 8:30 a.m.) for the following purposes:

1. Reports :

- (1) To report the business of 2022.
- (2) To report the Audit Committee's Review Report of 2022.
- (3) To report 2022 employees' profits sharing bonus and directors' compensation.
- (4) To report 2022 remuneration paid to individual directors (including the correlation among the remuneration payment policy, standards and combination, and management performance).
- (5) To approve the proposal for cash distribution of 2022 earnings.
- (6) To report the implementation of share repurchase.
- (7) Amendment to the "Rules of Procedure for Board of Directors Meetings".
- (8) Establish the Company's "Sustainable Development Practice Guidelines," sustainable development policies, and specific implementation plans.
- (9) Establishing the Company's "Regulations on Financial Business Operations between Related Parties".

2. Ratifications:

- (1) To accept 2022 Business Report and Financial Statements.
- (2) To approve the proposal for distribution of 2022 earnings.

3. Election matters:

- (1) Election of the 12th Directors.

4. Other matters:

- (1) To approve the lifting of non-competition restrictions on new directors.

5. Motions

II. The proposal for distribution of 2022 earnings adopted at the meeting of the Board of Directors is as follows : Cash dividends to common shareholders: Totaling NT\$62,813,377. Each common



share holder will be entitled to receive a cash dividend of NT\$0.50 per share. In the event of any change to the total number of outstanding shares as a result of the issuance of convertible bond, Company's buyback of its own shares, transfer, conversion or deregistration of treasury shares, exercise of employees' stock option and other factors, it is proposed that the Shareholders' Meeting grants the Chairman full authority to handle all relevant matters subject to the fixed payout rate mentioned above. The ex-dividend date and the distribution date shall be determined by the Board of Directors authorized to do so.

III. There is be seven Directors (including four independent directors) elected at the Meeting. Related information is as follows:

Candidates of Directors:

CHUAN-FENG INVESTMENT CORPORATION Representative: Lin, Ing-Gin
Zhuang, Zhu-Wei

YONG-HENG INVESTMENT CORPORATION Representative: Lam, Yuk

Candidates of Independent Directors:

Wang, Kai-Li

Wang, Chih-Cheng

WU, JIIN-PO

Tu, Chi-Yao

Education and experience of the candidate: please refer to MOPS website (<http://mops.twse.com.tw>) for more information.

IV. According to Article 209 of the Company Act, it is Proposed to Release the Newly Elected Directors from Non-Competition Restrictions at the 2021 Annual Shareholders' Meeting.

V. Pursuant to Article 165 of the Company Act, share transfer registration for the Company will be suspended from March 28, 2023 to May 26, 2023.

VI. The Notice of Attendance and Proxy Form are hereby enclosed. Shareholders planning to attend the Annual General Meeting in person should sign or stamp the 2 Notice of Attendance and submit the same when signing in on the day of the meeting (shareholders attending in person are not required to mail in said Notice). Shareholders wishing to appoint a proxy should sign or stamp the Proxy Form; provide the proxy name, address, and signature; and deliver or mail said form to the Corporation's share transfer agent and registrar Fubon Securities Transfer Agency Department (2F., No.17, Shu Chung St., Chungchen District, Taipei City) at least five days prior to the Meeting date (May 19, 2023).

VII. The Corporation is required to post public proxy solicitations for the Annual General Meeting to the Securities & Futures Institute (SFI) website by April 25, 2022. Shareholders wishing to obtain relevant information can enter associated search criteria on the Free Proxy Disclosure Search Engine (<https://free.sfi.org.tw>) (Company code: 1598).

VIII. The period during which shareholders may cast electronic votes for this annual general meeting will be from April 26, 2023 to May 23, 2023. The shareholders may vote online for this annual general meeting by accessing the "electronic voting platform for shareholders' meeting" page on



the website of Taiwan Depository and Clearing Corporation at <https://www.stockvote.com.tw>, and casting their votes based on the instructions on the website.

- IX. Shareholders may exercise their voting rights by electronic means from April 26, 2023 to May 23, 2023 by using a CA certificate (either a natural person certificate, online trading certificate from a securities firm, online banking certificate, Ministry of Economic Affairs certificate, joint securities and futures firm certificate, or government certificate) to log in to the Taiwan Depository & Clearing Corporation Stockvote platform (<http://www.stockvote.com.tw>) and vote according to the instructions provided. Voting rights exercised by electronic means in accordance with the stipulations of the Company Act shall be deemed to have attended the shareholders' meeting in person. In case a shareholder has exercised his/her/its voting power in writing or by way of electronic transmission, and has also authorized a proxy to attend the shareholders' meeting in his/her/its behalf, then the voting power exercised by the authorized proxy for the said shareholder shall prevail.
- X. In accordance with Article 172 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, and other associated regulations, the content of shareholder meeting proposals can be found on the Market Observation Post System (<https://mops.twse.com.tw>) by selecting "Electronic Books/Shareholders' meetings" or "Profiles/Company Profile/Web Address" and linking to the Corporation's website.
- XI. No souvenirs will be distributed at the Annual General Meeting.

Sincerely Yours

The Board of Directors of Dyaco International Inc.