

## BizLink Holding Inc.

# 2023 Annual Shareholders' Meeting Minutes



Time and Date: 9:00 A.M., June 27<sup>th</sup> (Tue.), 2023

Place: B2 Meeting Room, Building A, No.726, Zhongzheng Rd., Zhonghe Dist., New Taipei City.

Quorum: The shareholding of present and proxy shareholders was 112,275,978 shares, representing 71.7% of the 156,577,260 total issued shares.

Chairman: Director Hwa-Tse Liang

Minutes Taker: Jay Feng

Directors present: Director Hwa-Tse Liang

Director Chien-Hua Teng

Independent Director Jr-Wen Huang (Audit Committee Convener)

Independent Director Chia -Jiun Cherng

Independent Director Chien-Cheng Lin

There were 5 directors attended the meeting which had exceeded more than half of the total 7 members of Board of Directors.

### **I. Commencement**

The aggregate shareholding of the shareholders and proxies present constituted a quorum. The Chairman called the meeting to order.

### **II. Opening speech of the Chairman (Omitted)**

### **III. Company Reports**

No. 1: 2022 Business Reports.

Explanation: The 2022 Business Report is attached as 2023 AGM Handbook Attachment I (p.11).

No 2: Audit committee's review report on the 2022 financial statements.

Explanation: Audit committee's review report on the financial statements is attached as 2023 AGM Handbook Attachment 2 (p.16).

No. 3: Endorsements and guarantees provided by the Company and its subsidiaries in 2022.

Explanation: The status of the endorsements and guarantees provided is attached as 2023 AGM Handbook Attachment 3 (p.17).

No. 4: To report on the 3rd and 4th unsecured overseas convertible bonds issuance.

Explanation:

1. The Board of Directors passed a resolution to issue the 3rd and 4th unsecured overseas convertible corporate bonds on October 1, 2019 and on November 15, 2021, respectively, for a total issue amount of US\$100,000,000 and of US\$125,000,000, respectively. The bonds are issued at a par value of US\$200,000 per bond with a coupon rate of 0% for five years. They were approved by the Financial Supervisory Commission (FSC) on November 7, 2019, on December 29, 2021 and on December 27, 2022, respectively.
2. On September 12, 2011, according to the issuance and conversion method, the company fully redeemed the third overseas unsecured Convert corporate bonds.
3. The company completed the fourth issue of overseas unsecured convertible corporate bonds on January 5, 2011. As of March 31, 2012, a total of 361,032 shares were converted into ordinary shares, and the balance of the fourth overseas unsecured corporate bonds in circulation was USD 121,200,000. The conversion price is \$290.76.
4. The company has completed the fifth overseas issuance of unsecured convertible corporate bonds on January 30, 2012, the issuance conditions and related content, planned items, application progress, and estimated possible benefits and capital expenditures and plan implementation. Please refer to 2023 AGM Handbook Attachment 4 ( p. 29) for details. As of March 31, 2023, no conversions have been made. The conversion price is \$288.65.

No. 5: To report 2022 employees' profit-sharing bonus and directors' compensation.

Explanation:

1. The Board resolved on March 30, 2023 to distribute NT\$ 137,610 thousand as 2022 employee compensation (US\$4,515 thousand, approximately 2.53% of pre-tax income after distribution to employees and directors) and NT\$ 13,920 thousand (US\$ 457 thousand, approximately 0.26% of pre-tax income after distribution to employees and directors).
2. The difference between the amount of remuneration distributed by the Board of Directors and the annual estimated amount of recognized expenses of NT\$30,795,023 will be treated as a change in accounting estimates and will be listed as the profit and loss adjustment in 2023.

No. 6: Status report for appropriation of 2022 earnings to pay cash dividends. Please proceed for approval.

Explanation:

1. The Board is authorized, according to Articles of Incorporation #34.10, to propose and make resolution on cash distribution for share dividend and bonus and to make such reporting to the shareholders' meeting.
2. We propose a cash distribution of US\$ 51,513,421 for common shareholders. According to the number of floating shares as of February 28, 2022, the cash dividend per share is US\$ 0.32927231 (or about NT\$ 10). The Board of Directors authorizes the Chairman to set the relevant dates, including the ex-dividend date and the payable date for cash dividends. If the total number of floating shares differs from those as of owing to the execution of employee warrants or conversion of convertible bonds, we will ask the Chairman, through the authority of the shareholders' meeting, to adjust the distribution ratio based on the originally proposed figures.
3. The US dollar-to-New Taiwan dollar exchange rate is estimated based on the average rate calculated using the spot buying and selling rates as provided by the Bank of Taiwan on March 27, 2023. The actual amount will should be based on the amount converted into New Taiwan dollar at the exchange rate during that time after the cash dividends are received

by the stock affairs agency. It will be is calculated and rounded down to the nearest New Taiwan dollar based on the payout ratio. The sum of the fractional amounts of cash dividends left over distributed that are less than NT\$1 will be is transferred to the Company's other income.

No. 7: Amendments to the Corporate Governance Best Practice Principles. Please proceed to review it.

Explanation:

1. According to Article 48 of the Corporate Governance Best Practice Principles revised.
2. In order to improve the effectiveness of the board of directors and ensure the continuity of the policy promotion of the board of directors, the new Code of Practice for Corporate Governance Paragraph 6 of Article 17 specifies the professional needs and qualifications of legal person representatives.
3. Please refer to 2023 AGM Handbook Attachment 5 (p. 31-32) for the comparison table of provisions before and after revision

## IV. Proposals

(Proposed by the Board of Directors)

No. 1: Adoption of the 2022 Financial Statements. Please proceed for approval.

Explanation:

1. Our 2022 consolidated financial statements (including balance sheet, statement of income, statement of changes in equity, cash flow statement) were audited by independent CPAs Ms. Liang, Hua-Ling and Lin, Tzu-Shu of Pricewaterhouse Coopers in Taiwan and the audited financial report is completed herein for review.
2. 2022 Financial Statements have been approved by the board members and reviewed by the audit committee.
3. Please refer to 2023 AGM Handbook Attachment 6 (p.33-46) for the above statements.

Resolution: Approved as proposed by the Board of Directors through voting.

Voting Results:

Total Present Shares	Approval	Rejection	Abstention
112,275,978	110,696,402	13,361	1,566,215
Voting right	Voting right	Voting right	Voting right
100%	98.59%	0.01%	1.40%

(Proposed by the Board of Directors)

No. 2: Adoption of the proposal for distribution of 2022 profits. Please proceed for approval.

Explanation:

1. The proposal for the distribution of 2022 profits has been adopted in accordance with the Memorandum and Articles of Association Article #34.1 and #34.2.
2. Please refer to 2023 AGM Handbook Attachment 7 (p.47) for 2022 Earnings Distribution.

Resolution: Approved as proposed by the Board of Directors through voting.

Voting Results:

Total Present Shares	Approval	Rejection	Abstention
112,275,978	110,681,402	28,361	1,566,215
Voting right	Voting right	Voting right	Voting right
100%	98.57%	0.02%	1.40%

## V. Discussion

(Proposed by the Board of Directors)

No. 1: Amendments to the Articles of Incorporation. Please proceed for approval.

Explanation:

1. To cooperate with the amended Checklist for the Protection of Shareholders' Rights and Interests in Foreign issuers' Country of Registration under Taiwan Stock Exchange Corporation's Tai-Zheng-Shang-II No. 11117004301 dated January 9, 2023, it is proposed to amend the Company's outline and content

of the Articles of Incorporation.

2. Table of Amendments to the Articles of Incorporation, please refer to 2023 AGM Handbook Attachment 8 (p.48-53).

Resolution: Approved as proposed by the Board of Directors through voting.

Voting Results:

Total Present Shares	Approval	Rejection	Abstention
112,275,978 Voting right	110,668,177 Voting right	13,361 Voting right	1,594,440 Voting right
100%	98.57%	0.01%	1.42%

(Proposed by the Board of Directors)

- No. 2: Company's intention to issue new shares for capital increase from 2023 retained earnings. Please proceed to discuss.

Explanation:

1. The company intends to increase capital of NT\$15,644,620 by capitalization of earnings, and issue 1,564,462 new shares with a par value of NT\$10 per Share. The shareholder rights and obligations of the new shares are the same as those of existing shares.
2. The new share issuance of this capital increase is based on the number of shares held by shareholders as recorded in the shareholder register on the base on the total 150,446,260 outstanding shares as of February 28, 2023. 10 new shares will be allotted for every thousand shares. The allotment of odd shares will be changed to cash (rounded to the nearest integer). The shares shall be subscribed by the board of directors authorized by the chairman of the board to contact a specific person at face value.
3. It is proposed that the chairman of the board of directors shall be authorized at the shareholders' meeting to adjust the allotment ratio in case that the allotment ratio needs to be amended due to outstanding shares influenced by any change of capital stock in the future.

Resolution: Approved as proposed by the Board of Directors through voting.

Voting Results:

Total Present Shares	Approval	Rejection	Abstention
112,275,978	110,654,257	27,361	1,594,360
Voting right	Voting right	Voting right	Voting right
100%	98.56%	0.02%	1.42%

**VI. Ad hoc Motions: None**

**VII. Adjournment**

There being no other business and special motion, upon a motion duly made and seconded, the meeting was adjourned at 9:24A.M.

Note: There were no questions from shareholders at the shareholders' meeting.

Chairman: Hwa-Tse Liang



Recorder: Jay Feng

