

Stock Code:4999



鑫禾科技股份有限公司
Sinher Technology Inc.

Handbook for the 2023 Annual Meeting of Shareholders

Meeting date and time: 9 :00 a.m ON June 29, 2023

**Meetomg place: No. 128, Section 1, Datong Road, Xizhi District,
New Taipei City(Fuji Grand Hotel)**

Reported Matters

1.2022 Business Reports

Explanation Notes: The 2022 Business Report please refer to P.6-8 , Attachments 1.

2.2022 Audit committee's Review Report

Explanation Notes: The 2022 Audit Committee's Review Report please refer to P.9 , Attachments 2.

3.2022 distribution of remuneration to employees and directors

Explanation Notes:

- (1)According to the Company's Articles of Incorporation, directors' remuneration allocation was NTD 2,411,887, and employees' remuneration allocation was NTD 14,739,313.
- (2)2022 Employees' and directors' remuneration allocation proposal was approved by the board of directors.

4. Report on 2022 Earnings Distribution

Explanation Notes:

- (1)Appropriating NTD 128,830,100 of shareholder dividends as cash dividends, allotment per share was NTD1.75, when the Company's number of outstanding common shares varied, the payout ratio was changed hereafter, and authorizing the chairman to discretionarily adjust.
- (2)Cash dividends shall be calculated to dollar, with amounts of less than NTD 1.00 unconditionally rounded down.
- (3)The proposal was approved by a resolution of board of directors, and authorizing the chairman to set the ex-dividend date, the issuance date.

5. Amendment to the "Rules of Procedure for Board of Directors Meeting" Explanation

Note:

Amendments to related commercial laws, the company hereby proposes to amend the “Rules of Procedure for Board of Directors Meeting” please refer to P.27-29 Attachments 5.

6. The Status of Treasury Stocks Transferring

Explanation Note:

The company transferred treasury stocks in last year:

- (1) Date of Board resolution: 2022/8/4
- (2) Purpose of the buyback: Transfer of shares to employees
- (3) Method of buyback: NT\$25-52 per share. However, when the company's stock price is lower than the lower limit of the repurchase range price, the repurchase of shares will continue
- (4) Buyback period: 2022/8/5-2022/10/4
- (5) Number of shares bought back: 800,000 share
- (6) Number of shares bought back as a percentage of total outstanding shares: 1.08%
- (7) Total value of shares bought back: NTD 31,100,236
- (8) The average buyback price per share: 38.88
- (9) Number of shares transferred: 800,000 share

Matters for Ratification

1.To accept 2022 Business Report and Financial Statements (Proposed by the Board of Directors)

Explanatory Notes :

(1) 2022 Annual financial statements and consolidated financial statements were made, and audited by the accountants Szu-Chuan Chien and Yiu-Kwan Au of KPMG, and to issue an auditors' report that includes opinions, together with the business report and earnings distribution statements, were audited by the Company's audit committee, and approved by a resolution of board of directors, for your examination.

(2) 2022 Business report, CPA's audit report and financial statements and earnings distribution statements, please refer attachment 1/attachment3/attachment4

Resolution:

Matters for Discussion:

1.Discussion of Amend the "Rules of the Procedures for the Shareholders' Meeting" (Proposed by the Board of Directors)

Explanatory Notes :

Amendments to related commercial laws, the company hereby proposes to amend the “Rules of the Procedures for Shareholders Meetings ” please refer to P.30-51 , Attachments 6.

Resolution:

Extemporary Motions

Adjournment