

Stock Code : 3093

TKK

TAIWAN KONG KING CO., LTD.

2022 1st Extraordinary Shareholder's Meeting
Meeting Agenda

September 28, 2022

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Taiwan Kong King Co., Ltd.

Procedure of the 2022 1st Extraordinary Shareholder's Meeting

- 1、Call Meeting to Order
- 2、Chairman's Address
- 3、Matters for Discussion
- 4、Extempore motion
- 5、Adjournment

Taiwan Kong King Co., Ltd.

Procedure of the 2022 1st Extraordinary Shareholder's Meeting

Time : Wednesday, September 28, 2022 at 10 a.m

Place : Taiwan Kong King Co., Ltd.

(Rm. 1, 5F., No. 65, Sec. 2, Nankan Rd., Luzhu Dist., Taoyuan City 338)

Means of Meeting Convention: Physical communication

1.Meeting Procedure

(1) Call Meeting to Order

(2) Chairman's Address

(3) Matters for Discussion

<1> Amend some of the provisions of " Articles of Incorporation "

<2> Release of the Company's Directors from Restrictions on Non-
Competition Clause is hereby submitted for discussion

(4) Extempore motion

(5) Adjournment

2. Meeting Agenda

(1) Matters for Discussion

<1>

Proposed by the Board of Directors

Proposal: Amend some of the provisions of "Articles of Incorporation"

Explanation:

1. Each of the issued Common Shares in the capital of the Company with a par value of NT\$ 10 per share is subdivided into four Common Shares with a par value of NT\$2.5 per share.
2. The change does not affect shareholders' rights and interests, and the rights of the new shares are the same as those of the old shares.
3. Please refer to [Attachment 1] (page 5) for amendments.
4. Please proceed with resolution.

Resolution:

<2>

Proposed by the Board of Directors

Proposal: Release of the Company's Directors from Restrictions on Non-Competition Clause is hereby submitted for discussion

Explanation:

1. In accordance with Article 209 of the Company Act, "A director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval."
2. For the reason of meeting current status, approval of the 2022 extraordinary shareholders' meeting is sought for release of the Company's Independent Directors from restrictions on non-competition clause without prejudice to the Company's interests.

3. Related information of the Company's Independent Directors :

Title/Name	Concurrent company name and position	The company's business	Possible conflict of interest
Independent Director WEI HSING-HAI	Independent Director of ADLINK Technology Inc.	Embedded modules, computer modules, AI modules, industrial motherboards, software (robotics operating systems, middleware, application interfaces...etc.), deep learning gas pedals, platforms, servers, tablets and monitors, industrial computers, IoT solutions, smart cameras, AI vision solutions), gaming platforms, etc.	The business items of the company are different from those of ADLINK Technology Inc., so there is no conflict of interest.

4. Please proceed with resolution.

Resolution:

(2) Extempore motion

(3) Adjournment

《Attachment 1》 Comparison Table of Amendments to " Articles of Incorporation "

Comparison Table of Amendments to " Articles of Incorporation "

Article	Modified provisions	Current provisions	Change cause
Article 5	The total amount of the Company's capital is NTD450 million, which is further divided into <u>180</u> million Shares, with the value per share NTD <u>2.5</u> , and the Board is authorized to issue shares in installments.	The total amount of the Company's capital is NTD450 million, which is further divided into 45 million Shares, with the value per share NTD10, and the Board is authorized to issue shares in installments.	It needs to be revised in line with the future development of the company
Article 21	<u>The forty amendment was made on September 28, 2022</u>		Add the date of revision

《Appendix 1》 TKK Rules and Procedure of Shareholders' Meeting

- Article 1 The shareholders' meeting shall be handled in accordance with these rules, unless otherwise provided by the law.
- Article 2 The Company shall prepare an attendance book for shareholders to sign in, or the shareholder present may hand in an attendance card in lieu of signing on the attendance book.
- The number of shares in attendance is calculated according to the signature book or the signed card and the shareholding of the voting rights in writing or electronically.
- Article 3 Voting and attendance at a shareholders' meeting shall be calculated based the number of shares.
- Article 4 The venue for the shareholders' meeting shall be within the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.
- Article 5 If a shareholders meeting is called by the board of directors, the board chairman shall preside at the said shareholders meeting. In case the chairman is on leave of absence, or cannot exercise his powers and authority, the vice chairman shall act in lieu of him. there is no vice chairman, or the vice chairman is also on leave of absence, or cannot exercise his powers and authority, the chairman shall designate a managing director to act in lieu of him; if there is no managing director, the chairman shall designate a director to act in lieu of him. the chairman does not designate a director, the managing directors or directors shall elect one from among themselves to act in lieu of the chairman. If a shareholders meeting is called by any other person than the board of directors, who has the right to call the meeting, said person shall preside at that meeting.
- Article 6 The Company may designate its lawyer, certified public accountant or other relevant persons to attend the shareholders meeting. Those handling the business of a shareholders meeting shall wear an identification card or a badge.
- Article 7 The Company shall record with an audio or video tape the whole proceedings of the shareholders meeting, and said video tape or audio tape shall be kept for at

least one year.

Article 8 When it is time to convene a shareholders meeting, the chairman shall immediately convene the meeting, provided, however, that if the shareholders present do not represent a majority of the total amount of issued shares, the chairman may postpone the meeting, provided, however, that the postponement of the said meeting shall be limited to two times, and the total time postponed shall not exceed one hour. If the meeting has been postponed for two times, but the shareholders present still do not represent a majority of the total amount of issued shares, a tentative resolution may be adopted in accordance with Paragraph 1 of Article 175 of the Company Act by shareholders representing one-third of the total amount of issued shares. Before the close of the said meeting if the shareholders present represent a majority of the total amount of issued shares, the chairman may present the tentative resolution so adopted to the meeting for resolution in accordance with the provisions of Article 174 of the Company Act.

Article 9 If a shareholders meeting is called by the board of directors, the proceedings of the meeting shall be formulated by the board of directors, and the meeting shall be proceeded with in accordance with the said proceedings. The proceedings shall not be changed without a resolution made by the shareholders meeting. If a shareholders meeting shall be called by any other person than the board of directors, the preceding provisions shall apply mutatis mutandis to the said meeting. The chairman shall not adjourn a meeting without resolution adopted by shareholders if the motions (including extraordinary motions) covered in the proceedings so arranged in the above two Paragraphs shall not have been resolved. After close of the said meeting, shareholders shall not elect another chairman to hold another meeting at the same place or at any other place. However, if the chairman violated the rules of procedure and adjourn the meeting, it is possible to be adopted by a majority vote of the shareholders' voting rights to elect one person to serve as the chairman to continue the meeting.

Article 10 A shareholder wishing to speak in a shareholders meeting shall first fill out a slip, specifying therein the major points of his speech, his serial number as a shareholder (or number of attendance) and his name, and the chairman shall determine his order of giving a speech. A shareholder who submits his slip for a

speech but does not actually speak shall be considered as not having given a speech. If the contents of his speech shall be different from those specified on the slip, the contents of his speech shall prevail. When a shareholder is giving a speech, the other shareholders shall not interrupt unless they have obtained the prior consent from the chairman and the said shareholder, and the chairman may prevent others from interrupting.

Article 11 A shareholder shall not speak more than two times for one motion, unless he has obtained the prior consent from the chairman, and each speech shall not exceed 5 minutes. If a shareholder violates the above provisions or his speech exceeds the scope of the motion, the chairman may prevent him from doing so.

Article 12 A corporate shareholder being entrusted to attend in a shareholders meeting may designate only one representative to represent it in the meeting. If a corporate shareholder which designates two or more representatives to represent it at the shareholders meeting, only one of the representatives so designated may speak on any one motion.

Article 13 After a shareholder has given a speech, the chairman may personally or designate relevant person to respond.

Article 14 When the chairman considers that the discussion for a motion has reached the extent for making a resolution, he may announce discontinuance of the discussion and submit the motion for resolution.

Article 15 The persons for supervising the casting of votes and the counting thereof for resolutions shall be designated by the chairman, provided, however, that the person supervising the casting of votes shall be a shareholder. The results of resolution shall be announced in the meeting, and recorded in the meeting minutes.

Article 16 During the proceedings of a meeting, the chairman may consider the schedule and announce for a break.

Article 17 Unless otherwise specifically provided for in the Company Act or the Articles of Incorporation of the Company, resolutions shall be adopted by a majority vote at a meeting attended by the shareholders. When voting on the resolution, the chairman or his designee shall announce the voting rights of the shareholders and the shareholders shall vote.

Article 18 If there shall be an amendment or alternative to one motion, the chairman may combine the amendment or alternative into the original motion, and determine their orders for resolution. any one of the above shall be resolved, the others shall be considered as rejected, upon which no further resolution shall be required.

Article 19 The chairman may direct disciplinary personnel (or security personnel) to maintain the order of the meeting. For doing so they shall wear a badge bearing the words of "disciplinary personnel".

Article 20 These rules shall be implemented after the approval of the shareholders' meeting, and the same shall apply to the amendments.

《Appendix 2》 TKK Articles of Incorporation

Chapter 1 General Provisions

Article 1 The company was organized in accordance with the provisions of the Company Act and was named Taiwan Kong King Co., Ltd.

Article 2 The company's businesses are as follows:

- (1) C802120 Industrial Catalyst Manufacturing
- (2) C802200 Paints, Varnishes, Lacquers, Dyeing Mills and Dyestuff Manufacturing
- (3) CB01010 Machinery and Equipment Manufacturing
- (4) CB01020 Office Machines Manufacturing
- (5) CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing
- (6) CC020170 Wired Communication Equipment and Apparatus Manufacturing
- (7) CC020180 Telecommunication Equipment and Apparatus Manufacturing
- (8) CC020190 Electronic Parts and Components Manufacturing
- (9) CC01110 Computers and Computing Peripheral Equipments Manufacturing
- (10) CC01990 Electrical Machinery, Supplies Manufacturing
- (11) CD01050 Bicycles and Parts Manufacturing
- (12) CE01010 Precision Instruments Manufacturing
- (13) CF01011 Medical Materials and Equipment Manufacturing
- (14) EZ05010 Apparatus Installation Construction
- (15) EZ13010 Nucleus Construction
- (16) F2018200 Wholesale of Chemistry Raw Material
- (17) F2018990 Wholesale of Other Chemical Products
- (18) F2019031 Wholesale of Drugs, Medical Goods
- (19) F113010 Wholesale of Machinery
- (20) F113030 Wholesale of Precision Instruments
- (21) F113050 Wholesale of Computing and Business Machinery Equipment
- (22) F113990 Wholesale of Other Machinery and Equipment
- (23) F119010 Wholesale of Electronic Materials
- (24) F207200 Retail sale of Chemistry Raw Material
- (25) F207990 Retail Sale of Other Chemical Products
- (26) F208031 Retail sale of Medical Equipments
- (27) F213030 Retail sale of Computing and Business Machinery Equipment
- (28) F213040 Retail Sale of Precision Instruments

- (29) F213080 Retail Sale of Machinery and Equipment
- (30) F213990 Retail Sale of Other Machinery and Equipment
- (31) F219010 Retail Sale of Electronic Materials
- (32) H703110 Senior Citizen's Development
- (33) I301010 Software Design Services
- (34) ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3 The Company has its head office in Taoyuan County, Taiwan, and the Company may establish branches in and out of this country.

Article 4

- (1) When the company is a limited liability shareholder of other companies, it is not subject to Article 13 of the Company Act and may not exceed the limit of 40% of the company's paid-in capital.
- (2) The company may guarantee the external by the needs of the business.
- (3) The board of directors may invest in the mainland China according to the upper limit set by the competent authority.

Chapter 2 **Shares**

Article 5 The total amount of the Company's capital is NTD450 million, which is further divided into 45 million Shares, with the value per share NTD10, and the Board is authorized to issue shares in installments.

Article 6 The Company shall issue nominal shares under the signature or seal of a director on behalf of the company and with a visa from a bank legally entitled to act as the issuer of the shares. When the Company issues shares, those shares shall not be printed. The shares not printed shall be kept and recorded by the centralized securities depository enterprise.

Article 7 The entries in the shareholders' roster shall not be altered within 60 days prior to the convening date of a regular shareholders' meeting, or within 30 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the target date fixed by the issuing company for distribution of dividends, bonus or other benefits.

Article 7-1 The company buys back treasury shares, which can be transferred to employees based on the average price of the actual shares bought back. Subject to the

relevant laws and the attendance of more than half of the shareholders of the total number of issued shares of the shareholders' meeting, more than two-thirds of the voting rights of the shareholders shall agree to do so.

Chapter 3 Shareholders' Meeting

- Article 8 There are two types of shareholders' meeting, namely, regular meeting and special meeting. The regular meeting shall be convened within six months after the close of each fiscal year. Whereas, special meetings are held in accordance with the law, when necessary. The shareholders' meeting shall be convened by the Board of Directors in addition to the provisions of the Company Act.
- Article 8-1 The Company's shareholders' meeting may be held by video conferencing or the method announced by the competent authorities.
- Article 9 If a shareholder cannot attend a shareholders' meeting for any reason, he or she may issue a proxy form in accordance with the company, stating the scope of authorization, to authorize an agent by signature and stamp to attend the meeting on his or her behalf.
- Article 10 A shareholder shall be entitled to one vote for each share held, except when the shares are deemed non-voting shares under Article 179 and 197-1 of the Company Act.
- Article 11 Except as otherwise provided in the Company Act, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders.

Chapter 4 Board of Directors and Audit Committee

- Article 12 The Company established seven to eleven directors. The terms of office for the directors shall be three years, and they may be eligible for re-election. The total shares of the Company held by all directors shall not less than the percentage in accordance with the laws and regulations of competent agencies. In accordance with Article 14-2 of Securities and Exchange Act, there shall be at least three seats for independent directors among the seats for directors in the preceding paragraph. The Company adopted a candidates nomination system for election of the directors of the company and the shareholders shall elect the directors from among the nominees listed in the roster of director candidates. Relevant matters,

such as the method of accepting the roster of director candidates nominated in the preceding paragraph and announcements, shall be handled in accordance with the relevant provisions in Company Act, Securities and Exchange Act. The Board of Directors may establish functional committee. The qualifications, authority exertions and relevant matters to its members shall be handled in accordance with relevant laws and regulations and established by the Board of Directors. The Company will establish committee to replace supervisors in accordance with Article 14-4 of Securities and Exchange Act. The audit committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be committee convenor, and its authority exertions and relevant matters shall be handled in accordance with relevant laws and regulations and established by the Board of Directors. The company may obtain directors liability insurance with respect to liabilities resulting from exercising their duties during their terms of directorship after the Board passed the resolution. The Company granted the Board of Directors to determine the remuneration of all directors by referencing the standards given by companies in the same industry.

Article 13 The board of directors shall be organized by the directors. The board of directors is organized by the directors. More than two-thirds of the directors present and more than half of the attended directors agree to elect the chairman, and the vice-chairman can be elected as the business needs. The chairman of the board of directors shall internally preside the shareholders' meeting, the meeting of the board of directors, and the meeting of the managing directors; and shall externally represent the company. In case the chairman of the board of directors is on leave or absent or can not exercise his power and authority for any cause, the vice chairman shall act on his behalf. In case of the vice chairman is also on leave or absent or unable to exercise his power and authority for any cause, the chairman designate one of the directors to act on his behalf. In the absence of such a designation, the directors shall elect from among themselves an acting chairman of the board of directors. In case a meeting of the board of directors is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

Article 13-1 The convening of the board of directors shall be notified to the directors by written, email or fax by 7 days. The company may call the board of directors at any time in case of emergency and may also do so by written, email or fax.

Article 14 The directors are able to entrust other directors to attend the board of directors on their behalf by executing a power of attorney stating proxy therein the scope of power authorized, and may exercise voting rights on all matters arising from the meeting. However, any director may only act as the agent of one director.

Article 15 In case the chairman of the board of directors is on leave or absent or can not exercise his power and authority for any cause, his agent is handled in accordance with the provisions of Article 208 of the Company Act.

Chapter 5 **Managerial personnel**

Article 16 The company may have one or more managerial personnel. Appointment and discharge and the remuneration of the managerial personnel shall be decided in accordance with Articles 29 of the Company Act.

Chapter 6 **Accounting**

Article 17 At the close of each fiscal year, the board of directors shall prepare the following statements and records and shall forward the same to audit committee for their auditing not later than the 30th day prior to the meeting date of a general meeting of shareholders, then send to the shareholders' meeting for ratification:

(1)the business report. (2)the financial statements. (3)the surplus earning distribution or loss off-setting proposals.

Article 18

(1) If the company is profitable, it should be deducted from the employee's remuneration and the remuneration of the directors and supervisors in advance of the pre-tax profit, and the employee's remuneration shall be 1% to 8% and the director and supervisor's remuneration shall be less than 1%. However, when the company still has accumulated losses, the amount of compensation should be retained in advance.

(2) For the surplus in the annual final accounts, if any, its allocation shall be prioritized by the following order:

1. Payment of taxes.
2. Making up for loss.
3. The Company shall set aside 10% of the net income for the current period plus the amount of items other than net income for the current period included in the current year's undistributed earnings as legal reserve. Where such legal reserve accumulates to the Company's total paid-in capital, this provision shall not apply.
4. Special reserve should be appropriated or reversed in accordance with laws or regulations, and the same amount of special reserve shall be provided from the current period's net income after tax plus the amount of items other than the current period's net income included in the current period's undistributed earnings, or from the prior period's undistributed earnings if there is still a shortfall.

If a net decrease in other equity was accumulated in prior periods, the same amount of special reserve from prior period's undistributed earnings shall not be distributed. If there is still a shortfall, the amount of undistributed earnings for the period is provided for in the net income for the period plus any items other than net income for the period.

The preceding accumulated distributable earnings is used to measure the necessity of the earnings to support the capital demand. According to the basic principles of the company's dividend policy, the amount of earnings reserve or distribution and the distribution are determined. According to the plan, the earnings distribution is proposed and submitted to the shareholders' meeting for resolution.

- (3) The company's dividend policy is based on the consideration of the best capital budget and the dilution of earnings per share. The amount of dividend from shareholders should be 50%~100% of the distributable earnings for the year. And in the dividends for the year, cash dividends are issued at a rate of not less than 30%. The cash dividend distribution rate depends on the profit and capital status of the year. After the board of directors proposes a distribution plan, it will be adjusted after the resolution of the shareholders' meeting.

- (4) In accordance with Article 240(5) of the Company Act, the Board of Directors is authorized to distribute dividends and bonuses or legal reserve and the capital reserve in accordance with Article 241 (1) in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors, and report the shareholders meeting.

Chapter 7 **Supplemental Provisions**

Article 19 The shareholders of the company's directors who supervise the execution of the business are paid wages or traveling expenses according to the level of the industry, and are paid regardless of profits and losses.

Article 20

- (1) Matters not covered in this article shall be handled in accordance with the provisions of the Company Act and other relevant laws and regulations.
- (2) The company's organization procedures and rules of procedure are separately set.

Article 21 The Article was enacted on May 20, 1977:
The first amendment was on December 24, 1977.
The second amendment was on November 1, 1978.
The third amendment was made on May 27, 1982.
The fourth amendment was on August 28, 1983.
The fifth amendment was on August 15, 1985.
The sixth amendment was on December 16, 1985.
The seventh amendment was made on May 26, 1987.
The eighth amendment was made on August 10, 1988.
The ninth amendment was on July 20, 1990.
The tenth amendment was on December 18, 1990.
The eleventh amendment was made on March 20, 1991.
The twelfth amendment was made on July 1, 1991.
The thirteenth amendment was made on April 27, 1995.
The fourteenth amendment was made on September 1, 1995.
The fifteenth amendment was made on October 31, 1995.
The sixteenth amendment was made on October 1, 1998.
The seventeenth amendment was made on July 5, 2000.
The eighteenth amendment was on October 5, 2000.
The nineteenth amendment was made on November 17, 2000.
The twentieth amendment was made on February 5, 2001.
The twenty-first amendment was on June 25, 2002.
The twenty-second amendment was made on May 30, 2003.
The twenty-third amendment was made on May 24, 2004.
The twenty-fourth amendment was made on May 16, 2005.
The twenty-fifth amendment was made on May 16, 2005.
The twenty-sixth amendment was made on May 25, 2006.
The twenty-seventh amendment was made on June 13, 2007.

The twenty-eighth amendment was made on June 25, 2008.
The twenty-ninth amendment was made on June 16, 2009.
The 30th amendment was made on June 18, 2010.
The thirty-first amendment was made on June 22, 2011.
The thirty-second amendment was made on June 20, 2012.
The thirty-third amendment was made on June 11, 2015.
The thirty-fourth amendment was made on June 17, 2016.
The thirty- fifth amendment was made on June 21, 2017.
The thirty- sixth amendment was made on June 20, 2018.
The thirty- seven amendment was made on June 15, 2020.
The thirty- eight amendment was made on August 10, 2021
The thirty- nine amendment was made on June 14, 2022

《Appendix 3》 Shareholdings and The Minimum Shareholdings of All Directors

1. Types of issued shares and total number of shares: 36,288,894 common shares
The minimum required combined shareholding of all directors by law: 3,600,000 shares.
2. As the company has three independent directors, according to the law, the minimum shareholding of directors should be reduced to 80%.
3. Shareholding roster:

Date: August 30, 2022

Title	Name	The shares held in the shareholder list on book closure date	
		Current shareholding	Shareholding ratio (%)
Chairman (Remark 1)	Ho, Shu-Chan	24,473,836	67.44
Director (Remark 1)	Wong, Senta	24,473,836	67.44
Director (Remark 1)	Tsui, Ying-Chun	24,473,836	67.44
Director (Remark 1)	Hsu, Hung-Chieh	24,473,836	67.44
Director (Remark 1)	Chang, Jui-Shum	24,473,836	67.44
Director	Liao, Hung-Ying	576,000	1.59
Director	Chen, Mei-Fen	271,035	0.75
Independent Director	Huang, Wen-Yuean	1,050	0
Independent Director	Chen, Chao-Huang	0	0
Independent Director	Wei, Hsing-Hai	0	0
Number of shares held by all directors		25,321,921	69.78

(Remark 1) The corporate representative of “Wong’s Kong King International (Holdings) Ltd. , incorporated in Bermuda” .