

Ventec International Group Co., Ltd.

Year 2021 Annual Meeting Minutes of Shareholders

Time: 9:00 a.m. on Friday, July. 30, 2021.

Place: International Conference Center, 3F., No. 397, Xingshan Rd., Neihu Dist., Taipei City 114, Taiwan (R.O.C.)

Total outstanding shares: 71,454,345 shares. Total shares represented by shareholders present in person or by proxy: 36,736,091 shares. The percentage of shares held by shareholders present in person or by proxy: 51.41%.

Directors present: Top Master Limited (Representative: LAO Kai-Lu), SHEU Yuan-Kuo 、 HOU Yu-Tau 、 CHEN Tsung-His

Chairman: Top Master Limited (Representative: LAO Kai-Lu)

Recorder: TSEN Yu-Ting

Chairperson Remarks (omitted)

Reports on Company Affairs:

1. The Company's 2020 Business Report is hereby submitted. (Attachment 1)
2. The Audit Committee Review Report on the Company's 2020 Financial Statements is hereby submitted.(Attachment 2)
3. The Company's 2020 Distribution Proposal of Directors' Remuneration and Employee Bonus is hereby submitted.

Explanation:

The profits shall be distributed in accordance with the provisions in the Articles of Association of this Company and the Company Act, and 5.6%, that is, USD762,000, shall be set aside as employee remunerations; 2%, that is, USD270,000 shall be set aside as director remunerations; the profits shall be distributed in the form of cash.

4. The Company's earnings distribution for 2020.

Explanation:

- (1) Please refer to Attachment 4 the 2020 Earnings Distribution Table.
- (2) Cash dividend distribution would be distributed until and rounding to NT dollar, with fractions of the dollar of the cash dividend being eliminated; the odds in total should be calculated into equity of the Company.
- (3) After the proposal approved at the Board of Directors meeting, and will set the base date for cash allocation.
- (4) If the Company's earnings distribution is changed before the base date scheduled, resulting

in a change in the number of shares outstanding as a result of repurchase of shares, transfer of treasury stock, registration, conversion of convertible corporate bonds or employee stock warrants, a proposal will be made to authorize the Chairman to adjust the dividend distribution ratio.

5. The status of Lending Funds to Others Parties.(Attachment 5)
6. The status of Endorsement and Guarantee Provided.(Attachment 6)
7. Trading in derivative instruments. (Attachment 7)
8. The amendments to the Regulations Procedure for Board of Directors Meeting in accordance with the conduct by the Order No. 10900094681 from TWSE issued on June 3,2020.
(Attachment 8)
9. The amendments to the Procedures for Ethical Management and Guidelines for conduct in accordance with the newly amended the Procedures for Ethical Management and Guidelines for conduct by the competent authority by the Order No. 10900094681 from TWSE issued on June 3,2020. (Attachment 9)

Ratifications

Case No.1 (Proposed by the Board of Directors)

Proposal:

The Company's operational and business report and consolidated financial statements for 2020.

Explanation:

1. The business report, earnings distribution table and consolidated financial statements for the year 2020 were duly audited by the CPAs of Deloitte & Touche, Chen, Chun-Hung and Chien, Ming-Yeno, with an unqualified opinion report. The Business Report and Consolidated Financial Statements have also been audited by the Audit Committee and submitted along with the review report.
2. Please refer to Attachment 1 and Attachment 3 .
3. The case is hereby submitted for ratification.

Resolution:

Approval votes 35,366,947, disapproval and abstention votes 1,369,144 of total votes 36,736,091.

The proposal was approved.

Case No.2(Proposed by the Board of Directors)**Proposal:**

The Company's earnings distribution for 2020.

Explanation:

- 1.The 2020 Earnings Distribution Table was approved by the Board of Directors by resolution and submitted to the Audit Committee for review completed.
2. Please refer to Earnings Distribution Table.
3. The case is hereby submitted for ratification.

Ventec International Group Co., Ltd.

Earnings Distribution Table

2020

Unit: NT\$

Item	Amount
Undistributed earnings at the beginning of the period	144,923,342
Plus : Net profit for the current year	373,253,066
Less : Remeasurement of defined benefit plans	(1,375,437)
Less : Appropriation of Legal Reserve	(37,187,763)
Plus : Appropriation of special reserves	72,015,999
Distributable earnings of the current year	551,629,207
Distribution Items	
Shareholders' bonus - cash (NT\$3.20 per share)	228,653,904
Undistributed earnings at the end of the period	322,975,303

Resolution:

Approval votes 35,365,947, disapproval and abstention votes 1,370,144 of total votes 36,736,091. The proposal was approved.

Discussions

Case No.1 (Proposed by the Board of Directors)

Proposal:

The amendments to the Rules of Procedure for Shareholders Meetings of the Company.

Explanation:

1. The Company has revised partial provisions in accordance with the conduct by the Order No. 10900094681 from TWSE issued on June 3,2020, the company here by proposes to amend some articles of the Rules of Procedure for Shareholders,Please refer to Attachment 10 for the Comparison Table for the Rules of Procedure for Shareholders Meetings.
2. The case is hereby submitted for discussion.

Resolution:

Approval votes 35,361,847, disapproval and abstention votes 1,374,244 of total votes 36,736,091.

The proposal was approved.

Case No.2 (Proposed by the Board of Directors)

Proposal:

The amendments to the Rules for Election of Directors.

Explanation:

1. The Company has revised partial provisions in accordance with the conduct by the Order No. 10900094681 from TWSE issued on June 3,2020, the company here by proposes to amend some articles of the Rules for Election of Directors.
2. The case is hereby submitted for discussion.

Resolution:

Approval votes 35,360,847, disapproval and abstention votes 1,375,244 of total votes 36,736,091.

The proposal was approved.

Extempore Motions

Proposal:

Election of all of the Company's directors.

Explanation:

1. According to the Company's Articles of Incorporation, it is intended to elect 7 directors (including 3 independent directors) at this year's Annual Shareholders Meeting. The tenure of the directors will last for 3 years from June 18, 2021 to June 17, 2024.
2. The election of the Company's Directors (including independent directors) is to be conducted under the "candidate nomination system". Shareholders shall elect and appoint directors and independent directors from the list of candidates.
3. The Directors (including independent directors) shall be elected from the nominated candidates whose qualifications have been reviewed and approved at the meeting of the Board of Directors on May 7, 2021.

Election Results

Title	Name	Votes
Director	Top Master Limited Representative:Lao, Kai- Lu	61,783,387
Director	Alpha Victor Limited Representative:Wang, Yu- Tzu	55,608,174
Director	Chung, Chien-Jen	55,598,750
Director	Tang, Ching-Chou	18,544,039
Independent Director	Sheu, Yuan-Kuo	18,535,539
Independent Director	Chen, Tsung-Hsi	18,529,372
Independent Director	Hou, Yu-Tau	18,529,060

Other Motion

Proposal:

Proposal for Release the Prohibition Directors from Participation in Competitive Business.

Explanation:

1. According to Article 209 of 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. The case is hereby submitted for discussion.

The new directors from Participation in Competitive Business is as follows:

Director	Current jobs with other companies
Chung, Chien-Jen	Director Of Ventec Electronics(HK) Company Limited Director Of Ventec International Group Limited(HK) Director Of Ventec Logistics Limited Director Of Ventec Europe Limited Director & General Manager of Ventec International Group Co.,Ltd. General Manager of Ventec Electronics (Suzhou) Co., Ltd.
Hou, Yu-Tau	Chief Operating Officer of Consulting Engineering Ltd.

Resolution:

Approval votes 35,182,847, disapproval and abstention votes 1,553,244 of total votes 36,736,091.

The proposal was approved.

Extempore Motions

Meeting Adjournment