

Stock Code : 3546



USERJOY TECHNOLOGY CO., LTD.

# Handbook for the 2023 Annual Meeting of Shareholders

**Meeting Time:** 09:00am, June 28, 2023 (Wednesday)

**Meeting Place:** B2, Building A, No. 726, Zhongzheng Rd.,  
Zhonghe Dist., New Taipei City 235603, Taiwan  
(FAR EAST CENTURY PARK)

**Meeting Method:** Physical

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# **USERJOY TECHNOLOGY CO., LTD.**

## **Procedure for the 2023 Annual Meeting of Shareholders**

**1. Call the Meeting to Order**

**2. Remarks by the Chairman**

**3. Report Items**

**4. Proposed Resolutions**

**5. Discussion Items**

**6. Questions and Motions**

**7. Adjournment**

# **USERJOY TECHNOLOGY CO., LTD.**

## **Meeting Agenda**

**Time:** 09:00am, June 28, 2023 (Wednesday)

**Place:** B2, Building A, No. 726, Zhongzheng Rd., Zhonghe Dist.,

New Taipei City 235603, Taiwan (FAR EAST CENTURY PARK)

**Method:** Physical

### **1. Call the Meeting to Order**

### **2. Remarks by the Chairman**

### **3. Report Items**

1. 2022 Business Report
2. Audit Committee's Review Report on 2022 Financial Statements
3. Distribution of compensation to employees and directors for the year 2022

### **4. Proposed Resolutions**

1. Adoption of the 2022 Business Report and Financial Statements
2. Adoption of the Proposal for Distribution of 2022 Profits

### **5. Discussion Items**

1. New common share issuance through the increase of capital by capitalization of retained earnings.
2. To release the directors and their representatives from the Non-Compete Restriction

### **6. Questions and Motions**

### **7. Adjournment**

# Report Items

## **Report No. 1**

2022 Business Report

### **Explanation:**

The Business Report for the year 2022

## **Report No. 2**

Audit Committee's Review Report on 2022 Financial Statements

### **Explanation:**

The Audit Committees Review Report for the year 2022

## **Report No. 3**

Distribution of compensation to employees and directors for the year 2022

### **Explanation:**

1. In accordance with Article 18 of the "Articles of incorporation", if there is any profit in a fiscal year, shall be distributed to employees as compensation in an amount of between three percent (3%) to fifteen percent (15%) and to directors as compensation in an amount of not more than three percent (3%) of such profits.
2. Based on the suggestion from the Company's remuneration committee on March 23, 2023, propose allocate NT\$ 21,033,983, as the remuneration of employees. And NT\$ 4,206,797, as the remuneration of directors. The aforesaid items will be paid in cash.

# Proposed Resolutions

1.

**Proposed by the Board**

**Proposal:**

Adoption of the 2022 Business Report and Financial Statements

**Explanation:**

USERJOY Technology Co., Ltd.'s Financial Statements, including the consolidated Financial Statements, had been resolved by The Board of Directors, and were audited by independent auditors, Chang Chih Yi and Huang Yi Min of Deloitte & Touche. Also Business Report and Financial Statements had been examined by the Audit Committee.

**Resolution:**

**2.****Proposed by the Board****Proposal:**

Adoption of the Proposal for Distribution of 2022 Profits

**Explanation:**

1. The Company proposed to appropriate cash dividends in the amount of NT\$ 264,976,514 from distributable retained earnings in 2022, which is equivalent to NT\$ 5.5 per share. The cash dividend distribution will be rounded down to the nearest NT dollar and the sum of the cash dividend with a value less than NT\$ 1 will be recognized as the Company's other income.

## PROFIT DISTRIBUTION TABLE :

	(Unit: NTD\$)
Beginning retained earnings	128,123,853
Adopt TIFRS	
Net Profit	323,647,652
Actuarial gains and losses listed in retained earnings	1,755,323
<b>Total amount of after-tax net income for the period and other items adjusted to the current year's undistributed earnings other than after-tax net income for the period</b>	325,402,975
Legal reserve appropriated	(32,540,298)
Distributable retained earnings for current period	420,986,530
Distribution item	
Stock Dividends	(24,088,780)
Cash Dividends	(264,976,514)
Unappropriated retained earnings	131,921,236

Chairman: Liu Hsin      General Manager: Liu Hsin      Accounting Supervisor: Fang Lih Huey

2. After the Proposal has been resolved by the Meeting of Shareholders and authorized the chairman to deal with this matter, if the proposed dividend distribution rate is affected by other reasons, it is proposed that the chairman is authorized by the Annual Meeting of Shareholders to adjust the changes.

**Resolution:**

# Discussion Items

1.

**Proposed by the Board**

**Proposal:**

New common share issuance through the increase of capital by capitalization of retained earnings

**Explanation:**

1. For considering the needs of future business development, the Company proposed to allocate NT\$24,088,780 from distributable retained earnings to issue stock dividends of 2,408,878 shares at par value of NT\$10 per share through capitalization.
2. The newly issued shares are all common shares. After the approval of the competent authority, the shares are based on the shareholding ratio of shareholders in the register of shareholders on the record date of stock distribution, 50.00001245 shares gratuitously allotted for every thousand shares. If the new shares distributed to shareholders from this capital increase are less than one full share, shareholders may consolidate them by handling respective procedures at the Company's stock transfer agent, within 5 days after the record date of stock distribution. For those shares which cannot be consolidated within the specified period or still remain insufficient to one share, cash will be distributed instead (rounded to the dollar), and the chairman shall be authorized to designate specific persons for purchase of these shares at par value. For the shareholders who participate in the book-entry distribution of shares, the odd lots amount will be used as a fee for handling the book-entry distribution. After the resolution of the Annual Meeting of Shareholders and the approval of the competent authority, the Board of Directors is authorized to set up the record date of stock distribution.



3. The shareholder rights and obligations of the newly issued shares are the same as those of original shares, and the shares issued are not physical. If the number of outstanding shares are affected by other reasons, and shareholders' distribution ratio is thus affected, the chairman is fully authorized for handling such matter by approval.
4. If the plan of this new common share issuance through the increase of capital by capitalization of retained earnings needs to be revised due to the requirements of the competent authorities or the needs of operation, the Board of Directors is fully authorized for conducting such matter by approval of the Company's Meeting of Shareholders.

**Resolution:**

**2.****Proposed by the Board****Proposal:**

To release the directors and their representatives from the Non-Compete Restriction

**Explanation:**

1. In accordance with Company Act Article 209, 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. It is proposed to release the listed directors from the Non-Compete Restriction:

List:

<b>Title</b>	<b>Name</b>	<b>Companies to release from the Non-Compete Restriction</b>	<b>Lines of business</b>
Director	Liu Hsin	USERJOY JAPAN	President
		RICHLAND INVESTMENTS LIMITED	Juristic person Director Representative
		USERJOY Hong Kong CO., LTD.	Juristic person Director Representative
		USERJOY TECHNOLOGY CO.,LTD.	Juristic person Director Representative
		BEIJING AIRSHIP SOFTWARE CO.LTD	Juristic person Director Representative
Director	Chang Chi Hsin	9SPLAY ENTERTAINMENT TECHNOLOGY CO., LTD	Juristic person Director Representative

**Resolution:**

## **Questions and Motions**

## **Adjournment**