



Stock Code: 2233

TURVO International Co., Ltd.

2024 Annual Meeting of Shareholders

References for proposals

MEETING TIME: 13 June 2024

**PLACE: No. 6, Daguan Rd., Wuqi Dist., Taichung City 435059, Taiwan
(Meeting Room, Taichung Branch, Bureau of Industrial Parks,
Ministry of Economic Affairs.)**

Proposed Resolutions

1.

【Proposed by the Board】

Proposal: Ratification of the 2023 Business Report and Audited Financial Report.

Explanation: 1. The 2023 Business Report is attached as p.9-13, Attachment I.

2. The Company's Parent Only Financial Statements and Consolidated Financial Statements were audited by CPAs, Chen, Ming-Hung and Lo, Wen-Chen of Ernst & Young Taiwan. Please refer to pages 18-40 (Attachment V) for details.
3. The above statements have been reviewed by the Audit Committee and approved by the Board of Directors.

Resolution:

2.

【Proposed by the Board】

Proposal: Ratification of the 2023 Earnings Distribution.

- Explanation: 1. 2023 net profit after tax is NT\$533,957,916. After setting aside the legal reserve of NT\$ 53,395,792 and special reserve of NT\$32,751,881, in accordance with the regulations and the Company's Articles of Incorporation, and then adding beginning retained earnings of NT\$ 1,206,114,114, the unappropriated retained earnings are NT\$ 1,653,924,357 and the proposed dividend to shareholders is as follows: Cash dividend of NT\$5.3 per share, distributing from retained earnings of NT\$319,526,872. Cash dividends will be distributed to the nearest integer for amounts less than NT\$ 1. Any fractional amounts resulting from the calculation are to be recorded as other income. 2. The 2022 Profit Distribution Table is attached as p. 40, Attachment VI.
2. The 2023 Profit Distribution Table is attached as p. 41, Attachment VI.

Resolution:

Discussed Resolutions

1.

【Proposed by the Board】

Proposal: Discussion of Amendments to the Company's "Articles of Incorporation". Please proceed to discuss.

Explanation: In accordance with the amendments released by the Taiwan Stock Exchange Corporation on August 23, 2023, regarding the "Taiwan Stock Exchange Corporation Operation Directions for Compliance with the Establishment of Board of Directors by TWSE Listed Companies and the Board's Exercise of Powers". The Company hereby proposes to amend the "Articles of Incorporation". Please refer to pages 42 (Attachment VII) for details.

Resolution:

2.

【Proposed by the Board】

Proposal: Discussion to Approve the Lifting of Non-Competition Restrictions for Directors and Their Representatives of the Company. Please proceed to discuss.

Explanation: 1. According to Article 209 of the Company Law, directors shall explain the significant contents of their own or others' acts within the scope of the company's business to the shareholders' meeting and obtain permission.

2. The directors and their representatives of this company may have investments in or engage in the operation of other companies within the same or similar business scope as this company, or undertake other business activities, in order to leverage the expertise and relevant experience of the directors and their representatives. Therefore, in accordance with the law, we request the shareholders' meeting to agree to lift the restrictions on competitive activities for the directors and their representatives as listed below:

Title	Name	Holding positions in other companies and their respective titles.
Director	Zeng Hsing Industrial Co., Ltd. Representative: TSAI, CHUNG-TING	Director, Canxin Investment Co., Ltd. Vice President, Marketing Business Department, Zeng Hsing Industrial Co., Ltd.

Resolution: