特昇國際股份有限公司
Techcential International Ltd.
(下稱"本公司")
(the "Company")
2025年股東常會 會議記錄
Minutes for 2025 Annual General Meeting

時間：2025 年 6 月 12 日　上午 9:00 時
Date: 9:00am, 12 June 2025

地點：犇亞商務會議中心-AA 會議室(台北市松山區復興北路 99 號 15 樓)
Venue: Primasia Conference & Business Center – AA Conference Room (15F, No 99, Fuxing North Road, Taipei Songshan District)

出席股數：本公司發行股份總數為 35,478,473 股，股東及股東代理人代表之股份總數計 20,135,391 股(含以電子方式行使表決權股數 20,107,341 股)，出席股數占全部已發行股數 56.75%。
Shares Represented: The total number of shares issued by the Company is 35,478,473 shares. The total number of shares represented by shareholders and proxy holders present is 20,135,391 shares (including 20,107,341 shares with voting rights exercised electronically), representing 56.75% of the total issued shares.

出席董事：Eng Synergy Management Sdn. Bhd.（代表人：黃凱斌）、Surging Success Sdn. Bhd.（代表人：黃凱傑）、廖偉全、張明煌、周志遠、黃啟瑞及鄭貝川。
Directors Present: Eng Synergy Management Sdn. Bhd. (Representative: Eng Kai Pin), Surging Success Sdn. Bhd. (Representative: Eng Kai Jie), Liao Wei Chuan, Chang Ming Huang, Chou Chih Yuan, Huang Chi Jui, and Tay Puay Chuan.

主席：黃董事長 凱斌　　　　　　　　　　　　紀錄：李沚暄
Chairman: Eng Kai Pin, Chairman of the Company　　Recorder: Lee Zhi Xuan

宣布開會：出席股份總數已達法定股數，主席宣布開會。
The Chairman calls the meeting to order.

主席致詞：感謝各位股東能撥冗參加本公司 2025 年股東常會。
Chairman' s Address: Thank you for your participation in the 2025 Annual General Meeting.

壹、報告事項 Report Items

(一)：2024年度營業報告書，報請 公鑒。

說明：2024 年度營業報告書，請參閱本手冊附件一（第 13-21 頁）。

(1) Business Report of 2024.

Explanatory Notes: Please refer to Exhibits 1 (pages 13-21) for Business Report of 2024.

(二)：審計委員會審查2024年度決算表冊報告，報請 公鑒。

說明：審計委員會審查2024年度決算表冊報告，請參閱本手冊附件二（第22-23頁）。

(2) Audit Committee Report for the year of 2024.

Explanatory Notes: Please refer to Exhibits 2 (page 22-23) for Audit Committee Report for the year of 2024.

(三)：2024年度員工酬勞及董事酬勞分配情形報告，報請 公鑒。

說明：依本公司董事會通過「公司章程」第14條，本公司年度如有稅前獲利，應提撥員工酬勞至少3%、董事酬勞不高於5%。但公司尚有累積虧損時，應預先保留彌補數額，再提撥員工酬勞及董監酬勞。本公司2024年度為本期虧損，將不分派員工及董事酬勞。

(3) The Distribution of 2024 Employee and Director remuneration.

Explanatory Notes: Compliance with Company Regulation 14.4, if there is profit for the year, the Company shall set aside no less than 3% of the profit as employee compensation and no more than 5% of the profit as compensation for the Directors. However, if the company has accumulated losses in previous years, it shall reserve an amount of the pre-tax profit for offsetting the accumulated losses. The Company has a loss in 2024 for the current period, and will not distribute remuneration to employees and directors.

(四)本公司「董事會議事規範」修訂報告，報請 公鑒。

說明：本公司「董事會議事規範」修訂報告，請參閱本手冊附件三（第24-31頁）。

(4) The amendment of “Rules and Procedures of Board Meetings”.

Explanatory Notes: Please refer to Exhibits 3 (page 24-31) for the comparison table before and after revision for “Rules and Procedures of Board Meetings”.

貳、承認事項 Proposed Resolutions

第一案（董事會提）

案由：承認本公司2024年度營業報告書及財務報表案

說明：（一）本公司 2024 年度合併財務報表及營業報告書業經 2025 年 3 月 14 日董事會決議通過，其中財務報表並經安侯建業聯合會計師事務所張純怡會計師及江家齊會計師查核完竣，上述各項決算表冊亦送請審計委員會查核完竣，並出具審計委員會查核報告書在案。

（二）前述營業報告書請參閱本手冊附件一(第 13-21 頁)，會計師查核報告書及上述財務報表，請參閱本手冊附件四(第 32-45 頁)。

（三）謹　提請承認。

本次股東會無股東提問。

決議：本議案經表決照案通過。

表決結果如下：

表決結果	佔出席股東表決權數(%)
贊成權數 19,945,434 權 (含電子方式行使表決權 19,917,384 權)	99.05%
反對權數 15,860 權 (含電子方式行使表決權 15,860 權)	0.07%
無效與棄權及未投票權數 174,097 權 (含電子方式行使表決權 174,097 權)	0.86%

(1) Consolidated Financial Statements and Business Report for the year of 2024.

Explanatory Notes:

(a) The Consolidated Financial Statements for the year 2024 has been completed by the Company and were audited by independent accountants, Ms. Phyllis Chang and Mr. Aaron Chiang of KPMG. Above reports have been reviewed and adopted by the Audit Committee and the Audit Committee has accordingly issued Audit Committee' s Report.

(b) The 2024 Business Report is attached here to as Exhibit 1 (page 13-21). The accountant's audit report and the above-mentioned Consolidated Financial Statements are attached here to as Exhibit 4 (page 32-45).

(c) The above Resolution be and is hereby recommended for the shareholder' s approval.

There were no questions or comments from shareholders at the shareholders meeting. Resolution was adopted unanimously by the vote.

The voting result is as follows:

	In Favor of	Against	Abstention
Shares	19,945,434 (include E-voting exercise 19,917,384)	15,860 (include E-voting exercise 15,860)	174,097 (include E-voting exercise 174,097)
%	99.05%	0.07%	0.86%

第二案（董事會提）

案由：承認本公司2024年度虧損撥補案

說明：（一）本公司2024年度虧損撥補表業經 2025年3月14日董事會決議通過，請參閱本手冊附件五（第46頁）。

（二）謹　提請承認。

本次股東會無股東提問。

決議：本議案經表決照案通過。

表決結果如下：

表決結果	佔出席股東表決權數(%)
贊成權數 19,974,434 權 (含電子方式行使表決權 19,946,384 權)	99.20%
反對權數 16,861 權 (含電子方式行使表決權 16,861 權)	0.08%
無效與棄權及未投票權數 144,096 權 (含電子方式行使表決權 144,096 權)	0.71%

(2) The appropriation of profit or loss for the year 2024.

Explanatory Notes:

(a) The Company's 2024 appropriation of profit or loss table was approved by the Board of Directors on March 14, 2025. Please refer to Exhibits 5 (page 46) for above-mentioned table.

There were no questions or comments from shareholders at the shareholders meeting.

Resolution was adopted unanimously by the vote.

The voting result is as follows:

	In Favor of	Against	Abstention
Shares	19,974,434 (include E-voting exercise 19,946,384)	16,861 (include E-voting exercise 16,861)	144,096 (include E-voting exercise 144,096)
%	99.20%	0.08%	0.71%

三、討論事項 Discussion Item:

第一案（董事會提）

案由：修訂本公司「取得或處分資產處理程序」部份條文案。

說明：（一）依據中華民國 113 年 7 月 30 日財團法人中華民國證券櫃檯買賣中心證櫃監字第 1130201974 號辦理，修正「取得或處分資產處理程序」部分條文。

（二）修訂之條文對照表，請參閱附件六（第 47-52 頁）。

（三）敬請 公決。

本次股東會無股東提問。

決議：本議案經表決照案通過。

表決結果如下：

表決結果	佔出席股東表決權數(%)
贊成權數 19,975,435 權 (含電子方式行使表決權 19,947,385 權)	99.20%
反對權數 15,860 權 (含電子方式行使表決權 15,860 權)	0.07%
無效與棄權及未投票權數 144,096 權 (含電子方式行使表決權 144,096 權)	0.71%

(1) To amend the "Management Procedures for Asset Acquisition and Disposition".

IT WAS PROPOSED THAT:

(a) In order to conform the instruction of Financial Supervisory Commission R.O.C (Taiwan), on July 30, 2024, ref No. 1130201974, the company hereby proposes to amend the Management Procedures for Asset Acquisition and Disposition.

(b) For comparison table of before and after amendment, please refer to Exhibits 6 (page 47-52).

There were no questions or comments from shareholders at the shareholders meeting.
Resolution was adopted unanimously by the vote.

The voting result is as follows:

	In Favor of	Against	Abstention

Shares	19,975,435 (include E-voting exercise 19,947,385)	15,860 (include E-voting exercise 15,860)	144,096 (include E-voting exercise 144,096)
%	99.20%	0.07%	0.71%

四、選舉事項 Election Motions

第一案（董事會提）

案由：選舉第五屆董事(含獨立董事)案

說明：（一）本公司現任董事任期至 2025 年 6 月 28 日屆滿，依法於本次股東常會改選。

（二）原董事(含獨立董事)其任期至 2025 年 6 月 28 日屆滿後始解任。

（三）本屆應選任董事七席，含三席獨立董事，任期三年，新任董事任期自 2025 年 6 月 29 日至 2028 年 6 月 28 日止。

（四）本公司董事及獨立董事候選人名單，請參閱本手冊附件七（第 53-57 頁）。

本次股東會無股東提問。

決議：本議案經表決照案通過。

選舉結果如下：

職稱	姓名	當選權數
法人董事	Eng Synergy Management Sdn. Bhd. 代表人：黃凱斌	21,068,212 權
法人董事	Surging Success Sdn. Bhd. 代表人：傅慶玲	19,699,593 權
董事	廖偉全	19,700,567 權
董事	張明煌	19,711,592 權
獨立董事	周志遠	19,712,989 權
獨立董事	黃啟瑞	19,727,011 權
獨立董事	鄭貝川	19,742,525 權

(1) Election of the 5th Board of Directors and Independent Director.

Explanatory Notes:

(a) The term of current directors will expire on 28 June, 2025. The directors will be re-elected at this general meeting of shareholders in accordance with the law.

(b) The current directors (including independent directors) will be discharged from their duties only after their term ends on June 28, 2025.

(c) Seven directors are to be elected for this term, including three independent directors. The term of the new directors will be three years, starting from June 29, 2025, to June 28, 2028.

(d) For the list of candidates, please refer to Exhibits 7 (page 53-57).

There were no questions or comments from shareholders at the shareholders meeting. Resolution was adopted unanimously by the vote.

The voting result is as follows:

Position	Name	Number of votes cast
Director	Eng Synergy Management Sdn. Bhd. Representative: Eng Kai Pin	21,068,212
Director	Surging Success Sdn. Bhd. Representative: Poa Keng ling	19,699,593
Director	Liao Wei Chuan	19,700,567
Director	Chang Ming-Huang	19,711,592
Independent Director	Chou Chih Yuan	19,712,989
Independent Director	Huang Chi Jui	19,727,011
Independent Director	Tay Puay Chuan	19,742,525

五、其他議案 Others Motions

第一案（董事會提）

案由：解除新任董事之競業禁止限制案

說明：（一）以股東會決議選任董事為前提，本公司新任董事因其個人業務需要，可能同時擔任與本公司營業範圍相符或類似他公司職務之行為，故提請解除本公司新任董事競業禁止之限制。

（二）本公司董事及獨立董事兼任其他公司職務內容，請參閱本手冊附件八(第 58-59 頁)。

本次股東會無股東提問。

決議：本議案經表決照案通過。

表決結果如下：

表決結果	佔出席股東表決權數(%)
贊成權數 19,963,889 權 (含電子方式行使表決權 19,935,839 權)	99.14%
反對權數 18,519 權 (含電子方式行使表決權 18,519 權)	0.09%
無效與棄權及未投票權數 152,983 權 (含電子方式行使表決權 152,983 權)	0.75%

(1) Release of the Directors' Participation in Competing Businesses.

Explanatory Notes:

(a) Subject to the election of the New Director, as the New Director may serve as director/manager of other companies engaged in competing industries which are the same as or similar to the business of the Company, the Board shall approval to release the New Director from any restrictions on their participation in serving as director/manager of these companies with respect to matters (the "Release").

(b) The list of companies that New Directors engage in competing industries which are the same as or similar to the business of the Company is attached as Exhibits 8 (page 58-59).

There were no questions or comments from shareholders at the shareholders meeting.

Resolution was adopted unanimously by the vote.

The voting result is as follows:

	In Favor of	Against	Abstention
Shares	19,963,889 (include E-voting exercise 19,935,839)	18,519 (include E-voting exercise 18,519)	152,983 (include E-voting exercise 152,983)
%	99.14%	0.09%	0.75%

六、臨時動議 Extraordinary Motions: 無。

七、散會 Adjournment:

因無其他議案，主席宣布散會

As there was no further business the chairman closed the meeting.

備註:

本次股東會常會，所有議案皆無股東發言提問。

There were no questions or comments from shareholders on any of the proposals at the shareholders meeting.