特昇國際股份有限公司
Techcential International Ltd.
(下稱"本公司")
(the "Company")
2026年股東常會 會議記錄
Minutes for 2026 Annual General Meeting

時間：2026 年 6 月 11 日　上午 9:00 時
Date: 9:00am, 11 June 2026

地點：犇亞商務會議中心-FF 會議室(台北市松山區復興北路 99 號 15 樓)
Venue: Primasia Conference & Business Center – FF 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 20,142,703 股(含以電子方式行使表決權股數 20,142,702 股)，出席股數占全部已發行股數 56.77%。
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 20,142,703 shares (including 20,142,702 shares with voting rights exercised electronically), representing 56.77% 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：傅慶玲）、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: Poa Keng Ling), 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: 陳國渼
Chairman: Eng Kai Pin, Chairman of the Company　　Recorder: Tan Kok Bee

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 2026 年股東常會。
Chairman’ s Address: Thank you for your participation in the 2026 Annual General Meeting.

壹、報告事項 Report Items

(一)：2025年度營業報告書，報請 公鑒。

說明：2025年度營業報告書，請參閱本手冊附件一（第8-11頁）。

(1) Business Report of 2025.

Explanatory Notes: Please refer to Exhibits A (page 8-11) for Business Report of 2025.

(二)：審計委員會審查2025年度決算表冊報告，報請 公鑒。

說明：審計委員會審查2025年度決算表冊報告，請參閱本手冊附件二（第12頁）。

(2) Audit Committee Report for the year of 2025.

Explanatory Notes: Please refer to Exhibits B (page 12) for Audit Committee Report for the year of 2025.

(三)：2025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2025年度為本期虧損，將不分派員工及董事酬勞。

(3) 2025 Employee and Directors' Remuneration from Earnings.

Explanatory Notes: According to Article 14 of the Company's M&A, as approved by the Board of Directors, if the Company achieves pre-tax profits for the year, at least 3% shall be allocated as employee compensation, and no more than 5% as director compensation. However, if the Company has accumulated losses, the amount needed to cover such losses shall first be reserved before allocating employee and director compensation. The Company has a loss in 2025, and will not distribute remuneration to employees and director.

(四)：2025年度董事酬金報告，報請 公鑒。

說明：有關董事領取之酬金，包括酬金政策、個別酬金內容及數額，請參閱本手冊附件三（第13頁）。

(4) 2025 Director's remuneration report.

Explanatory Notes: Please refer to Exhibits C (page 13) for information regarding director’ s remuneration, including the remuneration policy as well as the details and amounts of individual remuneration.

貳、承認事項 Proposed Resolutions

第一案（董事會提）

案由：承認本公司2025年度營業報告書及財務報表案

說明：（一）本公司 2025 年度合併財務報表及營業報告書業經 2026 年 3 月 12 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趙敏如會計師及張純怡會計師查核完竣，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 8-11 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 14-20 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 20,027,817 權 (含電子方式行使表決權 20,027,817 權)	99.42%
反對權數 84,044 權 (含電子方式行使表決權 84,044 權)	0.41%
無效與棄權及未投票權數 30,842 權 (含電子方式行使表決權 30,841 權)	0.15%

(1) Consolidated Financial Statements and Business Report for the year of 2025.

Explanatory Notes:

(a) The Consolidated Financial Statements for the year 2025 has been completed by the Company and were audited by independent accountants, Ms. Charlotte Chao and Ms. Phyllis Chang 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 2025 Business Report is attached here to as Exhibits A (page 8-11). The accountant's audit report and the above-mentioned Consolidated Financial Statements are attached here to as Exhibits D (page 14-20).

(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	20,027,817 (include E-voting exercise 20,027,817)	84,044 (include E-voting exercise 84,044)	30,842 (include E-voting exercise 30,841)
%	99.42%	0.41%	0.15%

第二案（董事會提）

案由：承認本公司2025年度盈虧撥補案

說明：（一）本公司2025年度盈虧撥補表業經2026年3月12日董事會決議通過，請參閱本手冊附件五（第21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 20,026,765 權 (含電子方式行使表決權 20,026,765 權)	99.42%
反對權數 85,096 權 (含電子方式行使表決權 85,096 權)	0.42%
無效與棄權及未投票權數 30,842 權 (含電子方式行使表決權 30,841 權)	0.15%

(2) The appropriation of profit or loss for the year 2025.

Explanatory Notes:

(a) The Company's 2025 appropriation of profit or loss table was approved by the Board of Directors on March 12, 2026. Please refer to Exhibits E (page 21) 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	20,026,765 (include E-voting exercise 20,026,765)	85,096 (include E-voting exercise 85,096)	30,842 (include E-voting exercise 30,841)
%	99.42%	0.42%	0.15%

三、討論事項 Discussion Item: 無。

四、臨時動議 Extraordinary Motions: 無。

股東發言紀要 Summary of Shareholders’ Statements：

- 戶號 891 股東發言紀要：請公司說明在產品開發、產品價值&品牌差異化、本土原材料管理以及勞動成本增加的因應策略；另請問公司的新品開發到客戶下單、發貨並收到貨款的週期是多長？Shareholder (No.891)'s statement: Please explain the company's strategies for product development, product value & brand differentiation, local raw material management, and response to increased labor costs; also, what is the cycle from new product development to customer order placement, shipment, and receipt of payment?
- 總經理回覆摘要：為提升整體營運效益與韌性，本公司的因應策略為：在產品端，聚焦高毛利與差異化設計，跳脫低價競爭以深化客戶黏著度與議價能力；在供應鏈端，藉由提高本土採購比例與集中議價機制，有效鎖定價格並穩定料源；針對勞動成本上升，則全面落實精實管理，透過廠房適度整併、製程自動化及動態人力調整，極大化人均產值，嚴格控管整體營運費用。從新品開發到下單、發貨與收款的產品週期約是 90-120 天。Summary of the General Manager's Remarks: To enhance overall operational efficiency and resilience, the Company's response strategies are as follows: On the product front, we will focus on high-margin items and differentiated designs, moving away from low-price competition to strengthen customer stickiness and bargaining power. Regarding the supply chain, we will increase the proportion of local procurement and utilize centralized bargaining mechanisms to effectively lock in prices and secure stable material sources. To address rising labor costs, we are comprehensively implementing lean management through appropriate facility consolidation, process automation, and dynamic workforce adjustments to maximize per capita output and strictly control overall operating expenses. Furthermore, the complete cycle—from new product development to order placement, shipping, and payment collection—takes approximately 90 to 120 days.

五、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:

本議事錄僅記載會議之要旨，詳細內容以現場錄影為準。

This meeting minutes only records the main points of the meeting; for detailed content, please refer to the on-site video recordings.

附件