References for The Annual Shareholders' Meeting in 2023

Form of meeting: Physical

Time: 9 a.m., June 27, 2023 (Tuesday)

Location: No. 816, Sec. 1, Zhongqing Rd, North Dist., Taichung (Conference Room, 8F, Bio-Jourdeness International Group Co., Ltd.)

I. Call to order (announcing the number of attending shares)

II. Chair's remarks

III. Reports

(I) 2022 business report.

(II) Report on the Audit Committee's review of the 2022 financial statements.

(III) Report on the distribution of the remuneration for employees and directors in 2022.

(IV) Report on the distribution of cash dividends from the 2022 earnings.

(V) Report on the issuance of domestic convertible bonds.

(VI) Report on the remuneration for directors in 2022.

IV. Ratifications

(I) The 2022 business report and financial statements.

(II) Distribution of 2022 earnings.

V. Discussions

(I) Amendment to the "Articles of Association".

(II) The issuance of "restricted stock awards for employees in 2023".

VI. Elections

(I) Election of the fifth session of directors (including independent directors).

VII. Extempore motions

VIII. Adjournment

Reports

Item 1: (submitted by the Board of Directors)

Proposal: The 2022 business report, hereby submitted for review.

Description: For the 2022 business report, see Attachment I. (Pages 8-13 of this Handbook)

Item 2: (submitted by the Board of Directors)

Proposal: The report on the Audit Committee's review of the 2022 financial statements, hereby submitted for review.

Description: For the Audit Committee's audit report, see Attachment II. (Page 14 of this Handbook)

Item 3: (submitted by the Board of Directors)

Proposal: The report on distribution of the remuneration for employees and directors in 2022, hereby submitted for review.

Description: The Company's profit in 2022 was NTD 13,981,946. It is proposed to distribute NTD 206,087 as remuneration for employees (including affiliated companies) in accordance with the Company Act and the Articles of Association. No distribution of remuneration for directors is proposed.

Item 4: (submitted by the Board of Directors)

Proposal: The report on the distribution of cash dividends from the 2022 earnings, hereby submitted for review.

Description:
1. In accordance with Article 129 of the Articles of Association, the Board of Directors is authorized to adopt a resolution for distribution of all or part of the distributable dividends and bonuses in cash, and to submit a report thereof to the shareholders' meeting.
2. The Board of Directors has adopted a resolution to allocate NTD 60,723,323 as shareholders' bonuses for the distribution of cash dividends at NTD1 per share. The cash dividends to be distributed will be rounded down to the nearest NTD. The sum of fractional amounts less than NTD 1 after distribution will be recognized in other revenues of the Company. The Chairman is authorized to handle matters related to the distribution of dividends.
3. The cash dividends adjusted due to the conversion of convertible bonds into common shares by the Company will be distributed at NTD0.99133374 per share on May 25, 2023.

Item 5: (submitted by the Board of Directors)

Proposal: The report on the issuance of domestic convertible bonds is hereby submitted for review.

Description: 1. The second issue of domestic convertible bonds was listed for trading on the TPEx on November 22, 2021. The bonds were issued at a premium of 1.5% for three years and at a conversion price of NTD86, with the amount raised totaling NTD1,015,000,000. As a result of prior adjustments for ex-dividends, the conversion price is currently NTD80.8.

2. A total of 10,000 bonds have been issued. As of the book closure date on April 29, 2023, applications have been submitted to convert 435 bonds, which have been converted into 532,417 common shares.

Item 6: (submitted by the Board of Directors)

Proposal: The report on the remuneration for directors in 2022, hereby submitted for review.

Description: The policy, system, criteria, and structure for payment of the remuneration for directors (including independent directors):

1. According to the Articles of Association, no more than 3% of the annual pre-tax profit shall be allocated as remuneration for directors. However, considering that the demand for capital expenditures is high since the Company is still in the stage of growth and expansion, no remuneration for directors was allocated from the profits of the previous years, and only travel allowances were paid to show appreciation for directors attending meetings.
2. For the statement of the remuneration paid to directors, see Attachment III. (Page 15 of this Handbook)

Ratifications

Item 1: (submitted by the Board of Directors)

Proposal: The 2022 business report and financial statements are hereby submitted for ratification.

Description: 1. The 2022 business report and financial statements have been approved by a resolution of the Board of Directors, and the financial statements have been audited and certified by CPAs Cheng-Chun Chiu and Hsiu-Chun Huang from Deloitte Taiwan. The aforementioned financial statements, together with the business report, have been submitted to and audited by the Audit Committee, with an audit report issued thereafter.

2. For the 2022 business report, CPAs' audit report, and consolidated financial statements, see Attachment I (Pages 8-13 of this Handbook) and Attachment

IV (pages 16-25 of this Handbook).

3. This proposal is hereby submitted for ratification.

Resolution:

Item 2: (submitted by the Board of Directors)

Proposal: Distribution of the 2022 earnings is hereby submitted for ratification.

Description: For the 2022 statement of earnings distribution, approved by a resolution of the Board of Directors and audited by the Audit Committee, see Attachment V (Page 26 of this Handbook).

Resolution:

Discussions

Item 1: (submitted by the Board of Directors)

Proposal: Amendment to the "Articles of Association" is hereby submitted for discussion.

Description: 1. In accordance with Letter Tai-Zheng-Shang-Er-Zi No. 1111704301 dated January 9, 2023 from the Taiwan Stock Exchange, it is proposed to amend the Articles of Association.

2. For the comparison table of the amended provisions of the "Articles of Association", see Attachment VI (Pages 27-35 of this Handbook).

3. This proposal is hereby submitted for discussion.

Resolution:

Item 2: (submitted by the Board of Directors)

Proposal: The issuance of restricted stock awards for employees in 2023 is hereby submitted for discussion.

Description: 1. In order to attract and retain professionals needed by the Company and enhance the cohesiveness and belongingness of its employees, it is proposed to issue restricted stock awards for employees. For related information, see Attachment VII (pages 36-38 of this Handbook).

2. For the Regulations Governing the Issuance of Restricted Stock Awards for Employees in 2023, see Attachment VIII (pages 39-44 of this Handbook).

3. This proposal is hereby submitted for discussion.

Resolution:

Elections

Item 1: (submitted by the Board of Directors)

Proposal: Election of the fifth session of directors (including independent directors).

Description:
1. According to the Articles of Association, the Company shall have five to eleven directors, including at least three independent directors. It is proposed that the current shareholders' meeting elect ten directors (including four independent directors) serving a three-year term from June 27, 2023 to June 26, 2026.
2. The directors (including independent directors) of the Company shall be elected under a candidate nomination system in accordance with the "Procedures for the Election of Directors" (Appendix III).
3. The list of candidates for directors and independent directors was reviewed and approved by the Board of Directors on May 11, 2023. For information related to their education, experience, and shareholdings, see Attachment IX "List of Candidates for Directors and Independent Directors" (Pages 45-48 of this Handbook).
4. Where any independent director of the Company has served for three consecutive terms, the reason for his/her continued nomination as an independent director must be disclosed pursuant to Article 5 of the "Regulations Governing the Appointment of Independent Directors and Compliance Matters for Public Companies": Ming-Fu Wang is a lifelong honorary chair professor at Providence University, where he is also a professor at the Department of Food and Nutrition and the Department of Cosmetic Science. Having a deep relationship with the university, he can introduce and recommend resources from the university. Moreover, he has rich experience in the cosmetics industry and can provide important advice to the Company. Although he has served as an independent director of the Company for three consecutive terms, the Company still needs to rely on his professionalism so that in addition to performing the duties of an independent director, he can fully utilize his expertise, provide professional advice on industrial development, and supervise the Company's operations, creating significant benefit for the Company. Therefore, it is proposed to continue to nominate him as an independent director of the Company in this election.
5. It is proposed to hold an election.

Result of the election:

Extempore Motions

Adjournment