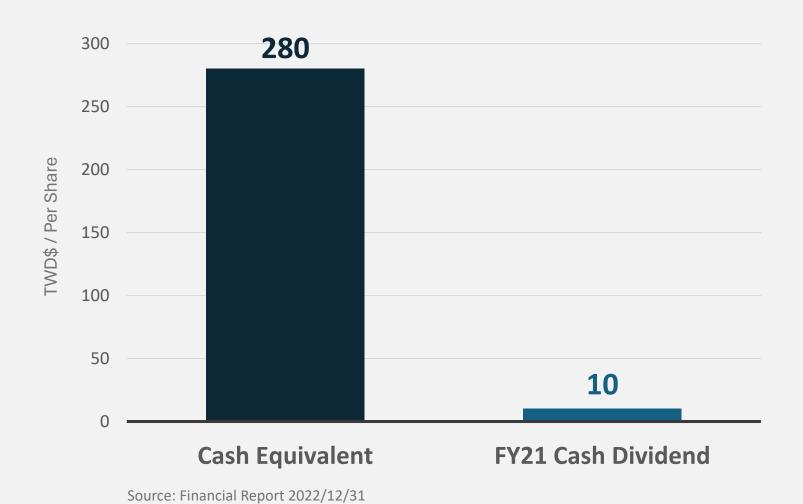
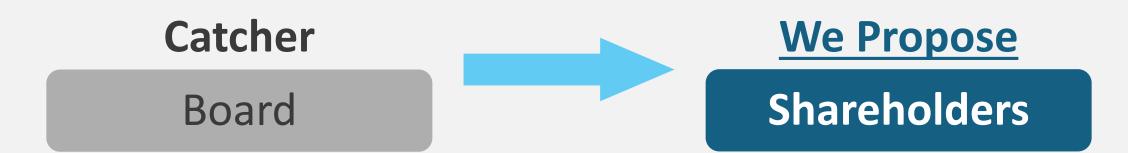


# **CATCHER FY22 OUTCOMES**



# Authority to Propose and to Approve Cash Dividend Distribution



#### 2023/4/18

# Board rejected our proposal from 2023 AGM on a wrongful interpretation of company law

### **BOARD VIOLATED SHAREHOLDERS' RIGHT**

2023/8/15

# **FSC Fined Chairperson Shui-shu Hung**



Source: Securities and Futures Bureau, Financial Supervisory Commission (Link)

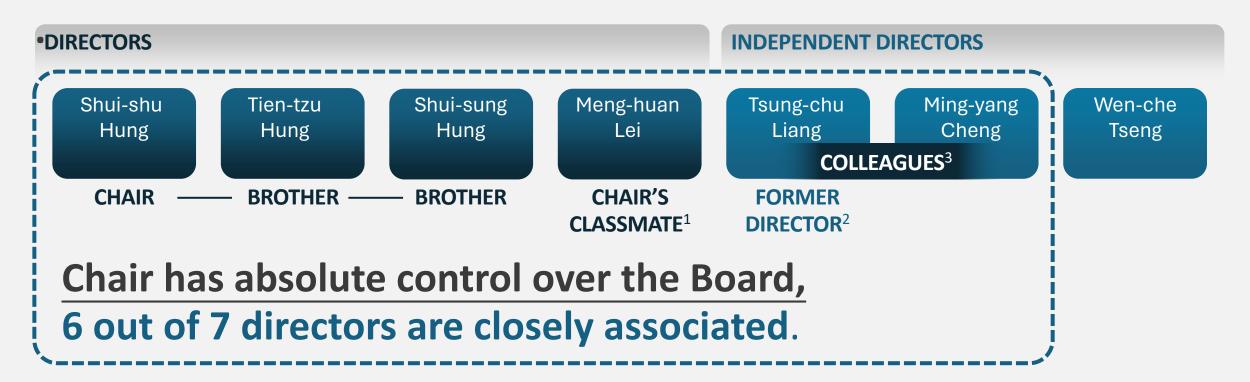
# **CONSEQUENCES OF A ONE-MAN BOARD**

# Catcher becomes 1 of only 3 companies illegally rejecting shareholder proposal

(Of **210** annual meetings with shareholder proposals in the past decade)

#### **CHAIRPERSON OWNS THE BOARD**

# The Board consists of siblings and close associates.



Note 1: National Taiwan University.

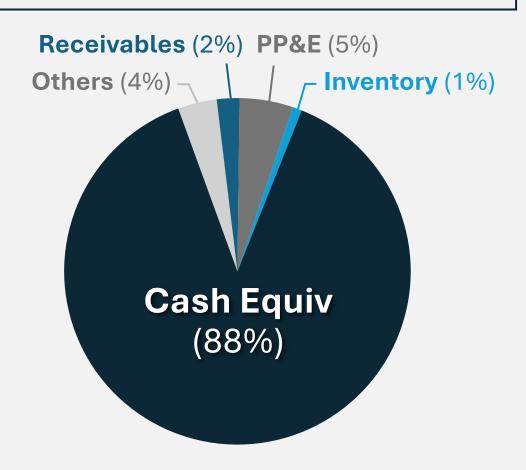
Note 2: Liang was Catcher's Non-INED for 7 years (2006-2013) + INED (2019~Now)

Note 3: Liang & Cheng are current colleagues (professors) at National Cheng Kung University (both Department of Electrical Engineering) and have a long overlapping history since University of Missouri (Ph.D/Masters in Engineering), and Bachelors in National Chiao Tung University.

#### **EXCESSIVE CASH ON HAND**

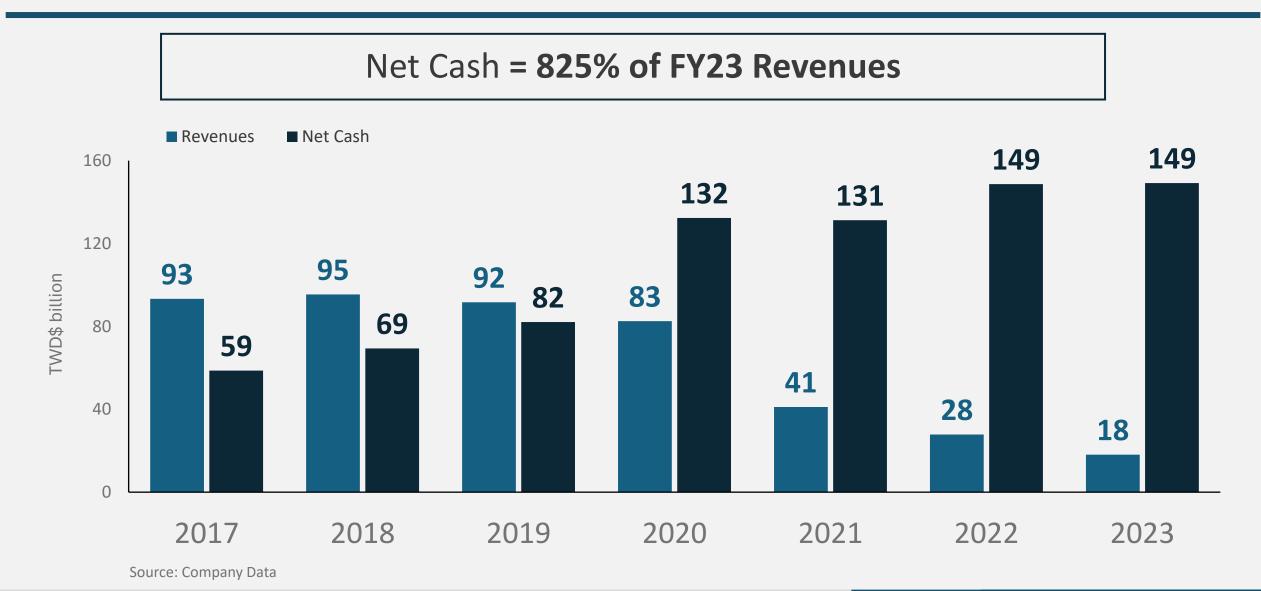
# **4Q23** Assets

- Cash Equiv (TWD\$ 227 bn) = 88% of Total Assets
- Receivables + Inventory + PP&E = 8% Only
- Outrageous "Net Cash" on hand at TWD\$ 149 bn (Cash Equiv - Loans)
- Cash Equiv per share increased from
   ~TWD\$ 280 to ~TWD\$ 330 (End 2022 to Q4 2023)
- Clearly, excessive Cash on hand

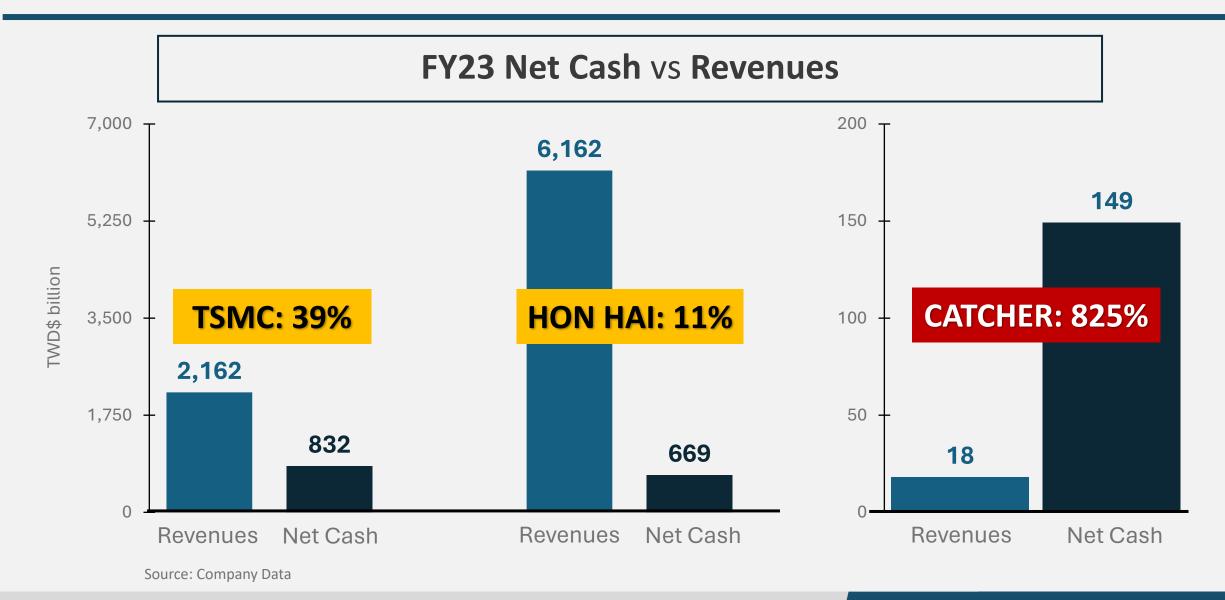


Source: Company Data

# **DECLINING BUSINESS CASH EXCESS UNESSENTIAL**



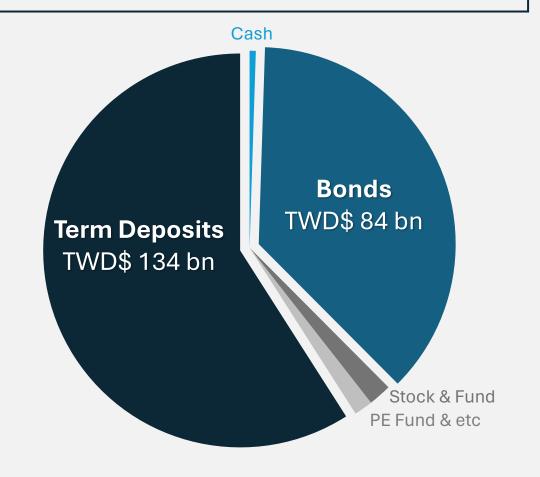
### "NET CASH VS SALES" FAR HIGHER THAN OTHERS



#### CATCHER TURNS INTO AN INVESTMENT COMPANY

# **4Q23 Cash Equiv**

- Unessential, excessive Cash leads Catcher to term deposit, fixed income, stock-trading and fund investments
- Term Deposits = TWD\$ 134 bn
- Bond Investment = TWD\$ 84 bn
- TD + Bond = 96% of Cash Equiv



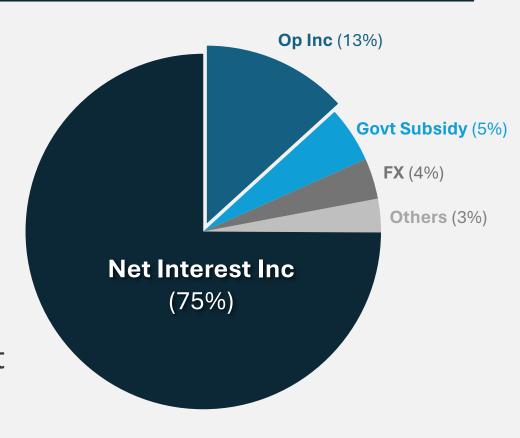
Source: Company Data

#### **NET INTEREST INCOME = 75% OF EBT**

# • Operating Inc = 13% of EBT

- Net Interest Income
  - = 75% of EBT (TWD\$ 9.2 billion)
- EBT heavily relies on
   Term Deposits & Bond Investments
- Shareholders counting on Catcher's management for Bond & Term Deposit Investments?

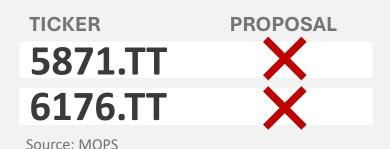




Source: Company Data

# SHAREHOLDERS' RIGHT ON DIVIDEND, A NORM

In 2022, two TWSE-listed Companies' VOTE AGAINST board's dictatorship on dividends.



Failed to pass at AGM

RESULT: Shareholders maintain right to approve cash dividend distribution

## **INSTITUTIONAL SHAREHOLDERS' PERSPECTIVE**

#### BLACKROCK

.. on balance, the proposals do more harm than good.

#### FIDELITY INTERNATIONAL

.. Excessive increase in authority. Limitation or reduction in shareholders' rights.

#### **AXA INVESTMENT MANAGERS**

Proposal weakens shareholder rights.

# We need your support to make things right

- Denying shareholder rights against regulation
- No board oversight
- Mismanagement of capital

#### SHAREHOLDER ACTIVISM AND SUPERVISION RESULTS

**Catcher Dividend Distribution Frequency** (2019-2023)



Catcher Board needs shareholder activism to drive positive change:

For the first time in its history, Catcher distributed interim dividend of

TWD\$ 5/share in 2023.

#### A CALL TO INDEPENDENT DIRECTORS

# MAR, 2024

Shareholder proposal has been submitted again for the 2024 Catcher AGM. It is the same shareholder proposal we made in the 2023 AGM.

# We call to Independent Directors to:

- Fulfill their duties of oversight
- Ensure legal conformity

And look forward to the inclusion of the proposal in the upcoming AGM.

The Company should be accountable to all shareholders, and not behave as a family run private enterprise.