



## Notice of 2023 Annual General Meeting of Egis Technology Inc.

- A. The 2023 General Meeting of the Company is scheduled at 9:00 a.m. on June 21, 2023 (Wednesday) (shareholder sign-in starts at 8:30 a.m.; sign in at the venue of the General Meeting) and is to be convened at 2F, Lily Conference, No. 327, Section 1, Tiding Boulevard, Neihu District, Taipei City. Main Content of Meeting :
- (I) Items to be Reported:
- (1).2022 Annual Business Report.
  - (2).Audit Committee’s 2022 Annual Audit Report on Final Statement of Accounts.
  - (3).To report 2022 earnings distribution.
  - (4).Private Placement of Marketable Securities Status Report upon the Approval of 2022 Annual Shareholders’ Meeting Resolution
  - (5).Private Placement of Remaining Common Shares Termination of Execution Report upon the Approval of 2022 Annual Shareholders’ Meeting Resolution.
- (II) Items to be Approved:
- (1).Ratification of 2022 Final Statement of Accounts.
  - (2).Ratification of 2022 Earnings Distribution Plan.
- (III) Items to be Discussed:
- (1).Discussion of private placement of common shares through cash capital increase.
  - (2).Amendment of some clauses in “Operating Procedures for Acquisition or Disposal of Assets” of the Company.
- (IV)Election matters:
- (1).Election of Directors of the Company.
- (V)Other Proposals:
- (1).Remove the Restriction on Prohibition of Competition between Company Directors and Their Representatives.
- (VI)Extemporary Motions.
- B. Main Contents of Dividends Distribution: The cash dividend is NTD 207,815,262 and NTD 3 is distributed per share.
- C. Nine director seats for election this time (including four independent directors).
- List of candidates for directors:
1. LO, SEN CHOU
  2. SHIH, CHEN-JUNG
  3. RO, SHIH-HAO
  4. Chen, Chau Chen
  5. CHIH-CHUN TSAI
- List of candidates for independent directors:
1. LAI JUH CHEN
  2. STARK LIANG
  3. LIAO CHUN-CHIEH



#### 4. Tseng Yu-I

To check the education and other related materials of the candidates, please check the public announcements on the Market Operation Post System (<https://mops.twse.com.tw>).

- D. In accordance with the provisions in Article 209 of the Company Act, make a proposal to the Shareholders' Meeting on removing the non-compete restrictions relating to Director . The details Please refer to Meeting Handbook.
- E. The Company proposes to issue common shares by private placement for cash capital injection. Please refer to Exhibit .
- F. One attendance card and one power of attorney are enclosed. If you (the shareholder) decide to attend the General Meeting in person, please sign or seal on the "Check-in Card" and sign in at venue of the General Meeting on the day of the General Meeting. If a proxy is appointed to attend the General Meeting, please sign or seal the power of attorney and fill in the name and address of the proxy in person, and then send it to the stock affairs agent of the Company five days before the General Meeting: Stock affairs agency department of Yuanta Securities Co., Ltd. (B1F, No. 210, Section 3, Chengde Road, Datong District, Taipei 103432) so that the attendance card may be sent to the proxy.
- G. The organization responsible for the statistical verification of the Company's Letter of Proxy is Stock Service Department of Yuanta Securities Co., Ltd.
- H. If a shareholder requests a power of attorney, the Company will produce a summary list of applicants' request for information on May 19, 2023, which will be disclosed on the website of the Securities and Futures Institute. Investors can directly type in the website: <https://free.sfi.org.tw> to "Power of Attorney Free Inquiry System", enter the query criteria.
- I. For the main contents of this shareholders' meeting (the main contents of the items except that listed under the call notice under Section 172 of the Company Act), please visit the Market Observation Post System (website: <https://mops.twse.com.tw>), click "Basic information/E-book/Annual report and relevant information of the General Meeting (including depository receipt information) / Reference materials of various motions of the General Meeting (or rules of procedure and supplementary information of the meeting)" to query.
- J. The Shareholders shall exercise their voting rights by electronic means. The voting period is: From May 22, 2023 to June 18, 2023. , please log in to the electronic voting platform of "shareholder e-vote" of Taiwan Depository and Clearing Corporation and follow the relevant instructions. (web address : <https://www.stockvote.com.tw>)

Board of Directors of Egis Technology Inc.



**【Exhibits】**

The Company proposes to issue common shares by private placement for cash capital injection.

Explanation:

- I. In order to cooperate with the development of the company, strengthen the long-term cooperative relationship with strategic partners and the competitiveness of the company, In accordance with Article 43-6 of the Securities and Exchange Act and relevant laws and regulations, it is proposed to issue common shares by a private placement for capital injection, with the total number of issued shares limited to no more than 10,000,000 shares, to be divided into four tranches within one year from the date of the resolution of the shareholders' meeting.
- II. In accordance with Article 43-6 of the Securities and Exchange Act and the “Directions for Public Companies Conducting Private Placements of Securities”, the following shall be explained:
  - (1). The basis and rationale of the private placement pricing:**
    - A. For the basis of private placement price of common shares, it shall be the higher of the following two calculations, and the price should be set at no less than 80% of the reference price.
      - a. The simple average closing price of the common shares of the TWSE listed or TPEX listed company for either the 1, 3, or 5 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.
      - b. The simple average closing price of the common shares of the TWSE listed or TPEX listed company for the 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.
    - B. It is proposed that the actual price determination date and actual issuance price of privately placed common shares be submitted to the shareholders' meeting for approval, and the board of directors be authorized to fix it within the range of not less than the percentage approved by resolution at the shareholders' meeting and not less than NTD 10 per share, depending on future market conditions and the selection of strategic investors.



C. The above-mentioned basis for private placement pricing is in line with the “Directions for Public Companies Conducting Private Placements of Securities”, and considering the future outlook of the Company and the fact that there are strict restrictions on the timing, target and quantity of the transfer of the private placement of securities, and that the Company is not allowed to file to the competent authorities for supplemental public offering and listing within the three years after delivery, in addition to factors such as lower liquidity, the private placement pricing in this case should be reasonable and will not have a significant impact on shareholders’ equity.

**(2). The method for selecting the specific persons:**

A. The private placement of common shares are limited to specific persons who comply with Article 43-6 of the Securities and Exchange Act and the provisions of the Financial Supervisory Commission’s letter No. 0910003455 of June 13, 2002.

B. At present, the Company has not determined a place, but the selection method of the place, as well as the purpose, necessity and expected benefits are described as follows:

a. Selection method and purpose:

The selection of applicants is based on the principle of adding value to the company, and priority is given to those who can directly or indirectly improve the business performance of the company’s future operations.

b. Necessity & Expected benefits:

Applicants use their own experience, technology, knowledge, brand or reputation to assist the company in improving technology, reducing costs, expanding market development or strengthening the relationship between suppliers and customers.

**(3). Necessity for conducting private placement:**

A. Reasons for not using a public offering: Since private placement is a quick and easy way to raise capital in a timely manner and has restrictions on transfer, it is more likely to ensure long-term business development. Therefore, the Company



will not adopt public offering and proposes to conduct private placement for capital injection.

B. Private placement quota: Limited to a maximum of 10,000,000 shares, to be divided into four tranches within one year from the date of the resolution of the shareholders' meeting.

C. Estimated number of private placements, funds utilization and expected benefits:

Estimated No. of Times	Estimated No. of Private Placement Shares	Funds Utilization	Projected Benefits
First Time	2,500,000 shares	For purposes such as strategic alliance development or replenishment of working capital.	It is expected to meet the Company's operational needs and enhance the potential for future business growth, strengthen the Company's competitiveness, improve operational efficiency and increase shareholders' equity.
Second Time	2,500,000 shares		
Third Time	2,500,000 shares		
Fourth Time	2,500,000 shares		
For the above-mentioned private placement, the number of unissued shares may be combined with the next issuance, and the total number of shares to be issued shall not exceed 10,000,000.			

(4). Whether a significant change in managerial control within one year prior to the board of directors' resolution to enter into a private placement or the introduction of a strategic investor in a private placement will result in a significant change in managerial control: The Company will evaluate the selection of the place based on the principle that there will be no significant change in managerial control.

III. The rights and obligations of this private placement of common shares are the same as those of the Company's issued common shares, except that, pursuant to Article 43-8 of the Securities and Exchange Act, the securities issued in this private placement shall not be freely transferable within three years after delivery, except under certain circumstances as provided by law. The Company intends to make a supplemental public offering and apply for the listing (OTC) trading of the private placement of securities to the competent



authorities in accordance with the relevant laws and regulations three years after the delivery of the private placement of negotiable securities.

- IV. The main contents of the private placement plan, in addition to the private placement pricing, include but are not limited to the actual number of shares to be issued, the issuance price, the conditions for issuance, the amount raised, the project(s) under the plan, the projected progress of funds utilization, the expected benefits to be generated, and other related matters that are not yet completed. If changes or amendments are required due to alterations in laws, or due to the regulations of competent authorities or the impact of operational assessments or objective circumstances, it is proposed that the Board of Directors be authorized to exercise its full discretion in accordance with the prevailing market conditions.
- V. In connection with the private placement of common shares, it is proposed at the Shareholders' Meeting that authorization be granted to the board chairman or his/her designee to sign, negotiate and amend all deeds and documents relating to the private placement of common shares on behalf of the Company, and to handle all necessary matters in connection with the private placement issuance of common shares for the Company.
- VI. In accordance with Article 43-6 of the Securities and Exchange Act, please refer to the Market Observation Post System website (URL: <http://mops.twse.com.tw/>) and the Company's website (URL: <http://www.egistec.com.>) for details of the matters to be specified in the Company's private placement of securities.