



AMPOC FAR-EAST CO., LTD.

Annual Shareholders' Meeting Notice

The 2023 Annual Shareholders' Meeting of Ampoc Far-East Co., Ltd. will be convened at Chung Li Industrial Park Service Center (No. 57, Dongyuan Rd., Zhongli Dist., Taoyuan City 320023, Taiwan (R.O.C.) at 9:00 a.m., June 14, 2023. According to the ROC Company Law the closed period shall commence from April 16 to June 14, 2023 during which the shareholders are not allowed to register their ownership.

The agenda is as follows:

To report

- (1) 2022 Business Report
- (2) Audit Committee's Review of 2022 Financial Statements
- (3) 2022 employees' and directors' remuneration distribution
- (4) Cash dividend NT\$4.00 per share for 2022

To recognize

- (1) 2022 Business Report and Financial Statements
- (2) 2022 profits distribution

To discuss

- (1) The amendment to Articles of Incorporation
- (2) The Capital Increase through Private Placement

To Elect One Independent Director

To Release One Independent Director from Competition Restrictions

The list of the shareholders soliciting proxies to attend the Meeting will be disclosed on the Securities & Futures Institute (SFI)'s website (<https://free.sfi.org.tw>) on May 12, 2023.

A meeting notice and a proxy will be mailed to each shareholder holding not less than 1,000 shares 30 days prior to the date of Meeting. Any shareholders who do not receive the meeting notice and proxy may contact Transfer Agency Department of CTBC Bank Co., Ltd. (TEL: (02)6636-5566).

Shareholders may exercise their voting rights through the STOCKVOTE platform of Taiwan Depository & Clearing Corporation (<http://www.stockvote.com.tw>) during the period from May 13 to June 11, 2023.

Attachment

The Capital Increase through Private Placement

To enhance our working capital for future business development and increase fundraising flexibility, the Company intends to conduct a capital increase through the private placement of common shares within the limit of 23,000,000 shares with a par value of NT\$10 per share. The placement shall be performed at once within one year from the date on which the annual shareholders' meeting made the resolution, and the Company intends to propose to the annual shareholders' meeting to authorize the Board's full discretion.

The private placement is conducted according to relevant requirements under Article 43-6 of the Securities and Exchange Act and Directions for Public Companies Conducting Private Placements of Securities; the descriptions are as follows:

(I) Basis and rationale of price determination:

1. Regarding the price of the private placement, the higher of the simple average closing price of the common shares for either one, three, or five business days before the pricing date, after adjustment for any distribution of share dividends, cash dividends or capital reduction or the simple average closing price of the common shares for the 30 business days before the pricing date, after adjustment for any distribution of share dividends, cash dividends, or capital reduction is adopted as the reference price of the private placement, and the price of the private placement shall be no less than 80% of the reference price. The Company intends to propose to the shareholders' meeting to authorize the Board to determine the actual price of the placement within the range no less than the ratio resolved by the shareholders' meeting based on the engagement of specific persons.
2. The abovementioned private placement price complies with the requirements of the Directions for Public Companies Conducting Private Placements of Securities; therefore, the pricing is reasonable.

(II) The method for selecting the specific persons: The private placement targets are subject to the requirements under Article 43-6 of the Securities and Exchange Act and Letter (91)-Tai-Cai-Zheng-Yi-Zi No.0910003455 of the Financial Supervisory Commission dated June 13, 2002, and specific persons are limited to strategic investors. The Board is authorized to select corporations or individuals that may assist in improving technologies, procedures, efficiency, expanding markets, and increasing the Company's profits.

(III) Reasons for the necessity for conducting the private placement:

1. Reason for not adopting public offering: Private placement is characterized by speediness and simplicity, and is thus beneficial for achieving the purpose of introducing strategic investors. Furthermore, securities under private placement come with transfer restrictions within three years to ensure long-term cooperation with strategic investors. In addition, the Board is authorized to conduct private placement based on the actual operating requirements of the Company, which also improves the responsiveness and flexibility of private placement.
2. Limitations of private placement: The placement shall be performed at once within one year from the date on which the regular shareholders' meeting made the resolution within the limit of 23,000,000 shares.
3. The use of the funds raised by the private placement and the anticipated benefits: The use of the funds raised by the private placement enhances working capital, which will improve the Company's operating performance, and in turn, strengthen the Company's competitiveness, bringing positive effects on shareholders' equity.

(IV) The rights and obligations of common shares under the private placement are equivalent to that of the issued common shares of the Company; however,

according to requirements under Article 43-8 of the “Securities and Exchange Act”, except the counterparties stated in the Securities and Exchange Act, the remaining shares shall not be sold within three years from the delivery date. After three years from the delivery date, the Company will apply for the public offering and the listing of common shares under the private placement for trading to the competent authority according to relevant regulations.

- (V) Effects of the private placement on the Company’s managerial control: The use of the funds raised by the private placement enriches working capital, which will improve the Company’s operating performance, and in turn, strengthen the Company’s competitiveness, bringing positive effects on shareholders’ equity; there is no material effect on the Company’s managerial control.
- (VI) With regard to the main content of the private placement plan (including the actual number of shares to be issued, issuance price, issuance conditions, plan items, anticipated benefits, and other relevant matters or other unaddressed matters), apart from the ratio of private placement pricing, the Company intends to propose to the shareholders’ meeting to authorize the Board to adjust, establish, and perform based on the market conditions. In the future, if changes are required due to changes in laws and regulations, instructions to amend from the competent authority or the objective environment, the Company also intends to propose to the shareholders’ meeting to authorize the Board for full discretion.
- (VII) Apart from the abovementioned scope of authorization, the Company intends to propose to the shareholders’ meeting to authorize the Chairman or personnel designated to execute, discuss, and alter all contracts and documents related to the private placement of common shares on behalf of the Company and authorize the Chairman to handle all unaddressed matters that are required for the issuance of common shares under private placement for the Company.