

Promise Technology , Inc.  
2023 Annual Shareholders' Meeting Notice  
(Summarized Translation)

The 2023 Annual Shareholders' Meeting (the "Meeting") of Promise Technology , Inc. (the "Company") will be convened at 9:00 a.m., Monday, June 26, 2023 at Darwin Hall, 2nd Floor, Science and Technology Life Museum (No. 1, Industrial East 2nd Road, Hsinchu Science Park).

Shareholders shall register for the meeting at 8:30 a.m. The registration place is the same as the meeting venue.

1. The agenda for the Meeting is as follows:

I .Report Items:

- (1) 2022 Business Report
- (2) Adoption of the Proposal for 2022 Deficit Compensation

II. Proposals Matters:

- (1) Adoption of the 2022 Business Report and Financial Statements
- (2) Audit Committee's Review Report on the 2022 Financial Statements

III. Discussion Matters:

- (1) Amendment to the Operational procedures for Acquisition and Disposal of Assets
- (2) Proposal for Company's Private Equity Securities Issuance
- (3) The issuance of employee restricted stock awards

IV. Election Matters:The 12th election of directors

V. Other Matters : Proposal of Release the Prohibition on Directors from Participation in Competitive Business

VI. Extemporary Motions

2. Company's Private Equity Securities Issuance : please refer to the Annex I
3. Company Issuance of New restricted employee shares awards : please refer to the Annex II.

4. I. The number of directors to be elected at the shareholders' meeting: 7 directors (including 4 independent directors).

II. List of candidates for the nomination system:

- (1) Directors: Qixiang Co., Ltd.Lee,Jyh-En 、Tsu Fung Investment Corporation : HO, JHI-WU 、Syntec Technology Co., Ltd. : Chirstine Huang ;
- (2) Independent director: Chang,Wen-Thong 、Lu,Hong-Sheng 、Chen, Jyh-Cheng 、CHEN YI LIANG

III. The website for querying relevant information such as the academic experience of each candidate is: [<https://mops.twse.com.tw>].

5. According to Article 172 of the Company Law, it should be stated that its main content is placed on the Market Observation Post System (the “mops”), and the query website is: [<https://mops.twse.com.tw>].
6. One copy of the attendance notification form and proxy form are attached to this meeting notice. If the shareholder(s) is attending the meeting in person, please sign or stamp on the attendance notification form and submit it to the check-in desk on the day of the meeting. If an agent is entrusted to attend the meeting, the shareholder shall sign or stamp on the proxy form and personally fill out the name and address of the agent, then deliver the proxy form to the Transfer Agency Department of Chinatrust Commercial Bank at least 5 days prior to the day of the meeting so that the attendance card can be sent to the agent accordingly.
7. If a proxy is solicited by the shareholder(s), Company is required to compile a summary statement of the Solicitor Solicitation Information and disclose such information on the Securities & Futures Institute (SFI) website no later than May 26, 2023. Shareholder(s) can obtain information on the “Free proxy disclosure & related information system” (<http://free.sfi.org.tw>).
- 8. Shareholders may exercise their voting rights electronically through the STOCKVOTE platform of Taiwan Depository & Clearing Corporation (<http://www.stockvote.com.tw>) during the period from May 27, 2023 to June 23, 2023.**
9. The Transfer Agency Department of Chinatrust Commercial Bank is the proxy tallying and verification institution for this Meeting.
10. Please be advised and act accordingly.

Board of Directors

Promise Technology , Inc.

## Annex I : Company's Private Equity Securities Issuance

- (I) In order to seek opportunities for technical cooperation or strategic alliances with domestic and foreign manufacturers or customers, and to repay bank loans and at the same time enrich working capital to meet future operating needs, the company intends to consider market conditions and the needs of the company through private placement. Issuing ordinary shares to introduce insiders or related company directors, managers, strategic investors, etc., can identify with the company's business philosophy and can directly or indirectly help the company's future business strategic planning, and can assist the company to strengthen management and expand business. For resources, the private placement quota is expected to be within the common stock quota of the total number of 10,000,000 shares issued; in accordance with the provisions of Article 43-6 of the Securities and Exchange Act, it is proposed to submit a resolution to the regular meeting of shareholders for approval, starting from the date of the resolution of the regular meeting of shareholders. Once a year or in installments (no more than three times).
- (II) According to Article 43-6 of the Securities and Exchange Act, the matters to be explained in private placement are as follows :
1. Basis and rationality for setting the private placement price:
    - A. The price of ordinary shares in this private placement shall be determined at no less than 80% of the higher of the following two benchmarks:
      - (a) Choose one of 1, 3, or 5 business days before the pricing date to calculate the simple arithmetic average of the closing prices of ordinary shares after deducting the ex-rights and dividends of gratuitous allotment of shares, and adding back the stock price after deducting the rights of ex-rights for capital reduction.
      - (b) The simple arithmetic average of the closing prices of ordinary shares in the 30 business days before the pricing date, deducting the ex-rights and dividends of gratuitous allotment of shares, and adding back the stock price after deducting the ex-rights of capital reduction and anti-exemption rights.
    - B. The actual pricing date and issue price shall be based on the above-mentioned principles, in accordance with Article 43-6 of the Securities Exchange Act and the regulations on matters that public offering companies should pay attention to in handling private placement of securities, and will be negotiated in the future to determine the situation of specific persons and depending on the current market conditions, and submit to shareholders. It will authorize the board of directors to decide.
    - C. If the subscription price is lower than the face value of the stock

due to market factors in the future, it should be reasonable because it has been processed according to the pricing basis of laws and regulations and has reflected the market price situation. In the future, depending on the company's operations and market conditions, it will be dealt with in the form of capital reduction, surplus, and capital reserves to make up for losses.

2. The method, purpose, necessity and expected benefits of the specific person's choice:

A. Specific person selection method: Specific persons shall be selected in accordance with Article 43-6, Item 1 of the Securities and Exchange Act and relevant orders. The selection of applicants is limited to specific persons who meet the requirements of the competent authority. The selection of applicants shall be decided by the board of directors authorized by the general meeting of shareholders.

B. Purpose and necessity: In order to seek opportunities for technical cooperation or strategic alliances with domestic and foreign manufacturers or customers, and to repay bank loans and at the same time enrich working capital to meet future operating needs, the company intends to consider market conditions and the needs of the company, to introduce insiders or related company directors, managers, strategic investors, etc. through private placement, who can identify with the company's business philosophy and have direct or indirect benefits to the company's future business strategic planning, and can assist the company to strengthen business management and To expand business resources, it is expected to issue common stock through private placement.

C. Estimated benefits: One or multiple (not more than three) private placements are expected to increase profits, reduce costs, improve operational efficiency, expand market size, strengthen the company's competitiveness, promote the stable growth of the company's operations, and benefit shareholders' rights and interests.

D. So far, the applicant has not been determined. After the case is approved by the shareholders' meeting, if the applicant to be negotiated is an insider or a related party, the list of applicants and their relationship with the company are as follows:

(a) Applicant (insider or related person)

Applicant	Relationship with the company
Qixiang Co., Ltd.	Corporate director of the company
Tsu Fung Investment Corporation	Corporate director of the company
HO, JHI- WU	Representative of the company's legal person directors
Lee, Jyh-En	President of the company

LIN,YU-TSUNG	Chief Information Officer and R&D Director of the company
Chen Ro-Han	Financial Supervisor of the Company
HSIAO,HSIANG-YUN	Accounting Supervisor of the Company
Syntec Technology Co., Ltd.	Shareholders of the company (Candidates for the 12th Board of Directors)
Chirstine Huang	Representative of the company's legal person directors (Candidates for the 12th Board of Directors)

(b) If the applicant is a legal person, the names of the top ten shareholders and their shareholding ratios

(1) Tsu Fung Investment Corporation

Name of main shareholder	Shareholding ratio	Relationship with the company
MiTAC Internation Corp.	100%	None

(2) Qixiang Co., Ltd.

Name of main shareholder	Shareholding ratio	Relationship with the company
Lee,Jyh-En	100%	President

(3) Syntec Technology Co., Ltd.

Name of main shareholder	Shareholding ratio	Relationship with the company
TSAI,YU-KENG	10.9%	None
Chirstine Huang	7.0%	None
HUANG,WEI-SHENG	6.8%	None
Songbao Engineering Consulting Co., Ltd.	5.2%	None
CHEN,HENG-REN	4.9%	None
TSAI,CHANG-WEI	4.7%	None
TSAI,PEI-HSIN	4.7%	None
CHEN,CHANG-MING	4.2%	None
WU,KUAN-CHUN	4.1%	None
TSAI,HUI-CHEN	3.7%	None

E. The applicant is a strategic investor and the relationship with the company: not yet determined

3、Necessary reasons for private placement

A. Reasons for not adopting public offerings: Compared with public offerings, private offerings of securities that cannot be freely transferred within three years will better ensure the long-term cooperative relationship between the company and strategic

investment partners, and evaluate the timeliness of fundraising, so A private placement of common stock is proposed instead of a public offering.

B. Quota for private placement: within the common stock quota of no more than 10,000,000 total issued shares, one time or in batches (no more than three times).

4、Use of funds and expected benefits: The company will handle it once or in batches (no more than three times) depending on the market and the situation of the specific person. The private placement funds will be used to repay bank loans to improve the financial structure and introduce long-term strategic partners. One-time or multiple (not more than three) private placements are expected to increase profits, reduce costs, improve operational efficiency, expand market size, strengthen the company's competitiveness, and promote the stable growth of the company's operations, which will positively benefit shareholders' rights and interests. Within the quota of 10,000,000 common shares for private placement, the estimated private placement amount is 95,400,000 yuan (the private placement price is subject to the actual pricing after the resolution of the shareholders' meeting). Based on the company's current average borrowing rate of 2.2%, it is estimated that the annual interest expense can be saved by about 2,099 thousand yuan, which is still reasonable.

5、Whether the independent directors have objections or reservations:  
None.

(III) The rights and obligations of the ordinary shares issued in this private placement are the same as those of the ordinary shares issued by the company. Free transfer is not permitted within the year, and the company will apply to the Financial Supervisory Commission for a supplementary application after three years have elapsed since the delivery date of the privately-placed common stock Public offering procedures and application for listing and trading.

(IV) The main contents of this private placement of ordinary shares, including the actual issue price, number of shares, issuance conditions, total amount of private placement, selection of specific persons, base date of capital increase, capital utilization plan, estimated progress, and estimated possible benefits and other related matters, as well as all other matters related to the issuance plan, are proposed to be submitted to the regular meeting of shareholders to authorize the board of directors to adjust, formulate and handle them according to market conditions. Or when the objective environment needs to change, the board of directors is also authorized to handle it with full authority.

(V) In order to cooperate with this private placement of ordinary shares, he intends to submit to the general meeting of shareholders to authorize the chairman or a person designated by him to sign and negotiate all

contracts and documents related to this private placement plan on behalf of the company, and to handle all related matters for the company. Matters required for the private placement plan.

(VI) For this case of private placement of ordinary shares, the shareholders' general meeting shall authorize the board of directors to handle it once or in batches (no more than three times) within one year from the date of passing the resolution of the shareholders' regular meeting. If the private placement cannot be completed within one year, It is proposed that the shareholders' general meeting authorize the board of directors to hold a meeting of the board of directors before the expiration of the period to discuss not to continue the private placement, and to handle information disclosure at the public information observation station based on major information.

(VII) The board of directors resolved that there was no major change in the operating right within one year before the handling of the private placement securities to one year from the delivery date of the private placement securities.

(VIII) Matters not mentioned above are proposed to be submitted to the general meeting of shareholders to authorize the board of directors to handle them with full authority according to law.

The company's privately placed securities proposal is in accordance with Article 43-6 of the Securities Exchange Law. Please refer to the Public Information Observatory for details of the matters to be explained (website: <https://mops.twse.com.tw/mops/web/t116sb01>) and our website (URL: <https://www.promise.com/tw/IR/Service/StockClub>)

## Annex II : Company Issuance of New restricted employee shares awards

- I. The terms of the employee restricted stock awards are as follows :
  1. Expected total amount (shares) of issuance: 1,500,000 common shares.
  2. Issuing conditions :
    - (1) Expected issue price : The current issue is gratuitous.
    - (2) Vesting conditions: : An employee's continuous employment with the Company through the vesting dates and Performance of B+ (inclusive) or above, no violation on any terms of the company's employment agreement, employee handbook, non-competition and PIM agreements or the agreement of Restricted Stock Awards, and the achievement of individual performance goals during the Performance Period are required to receive the vested shares. Proportions of the vesting shares to be granted for such employee on the vesting date each year is as follows: a. On the job for 1 years after granting: 40% b. On the job for 2 years after granting: 30% c. On the job for 3 years after granting: 30%
    - (3) Measures to be taken when employees fail to meet the vesting conditions or in the event of inheritance: The Company will redeem the issued restricted stock awards and cancel the full number of the shares in accordance with the terms of the issuance rules set by the Company.
- II. Qualification requirements for employees:
  1. Full-time employees of the Company, and full-time employees of domestic or foreign controlled or affiliated companies who are already employed on the date that the restricted stock awards are awarded.
  2. The number of new shares eligible for restricted employee rights will be submitted to the Board for approval by the Chairman after taking into account seniority, rank, overall contribution, operating status and other factors, as well as the Company's operational needs and business development strategies. However, if the list of subscribers has the status of director or manager, it must first be approved by the Remuneration Committee, and if the list of subscribers is not a manager, it must first obtain the approval of the Audit Committee before submitting it to the board of directors for resolution.
  3. The sum of the cumulative number of shares granted to each employee shall be in accordance with the applicable laws and regulations in Offering Regulations.
- III. The reason why it is necessary to issue restricted stocks for employees : To attract and retain talents, enhance employees' feeling of belonging to the Company, and foster the best interests of the Company and its shareholders, so as to ensure the alignment of the Company's employees and shareholders' interests.



- IV. Calculated expense amount: If based on the April 28, 2023 closing price, NT\$12.65, the annual amortized expenses from 2023 to 2026 will be projected as: NT\$2,372 thousand, NT\$5,692.5 thousand, NT\$5,692.5 thousand and NT\$3,321 thousand, respectively with the total amounts of NT\$17,078 thousand.  
Dilution of EPS : As of April 28, 2023, Company's issued outstanding shares are 92,678,668 shares, the earning dilution from 2023 to 2026 will be projected as: NT\$0.0256, NT\$0.0614, NT\$0.0614 and NT\$0.0358, respectively. There should not be a material impact to the shareholder's equity.
- V. Restricted rights before employees meet the vesting conditions :  
During the vesting period, employee may not sell, pledge, transfer, give to another person, create any encumbrance on, or otherwise dispose of, restricted stock awards.
- VI. Any other matters that need to be specified :
1. It is allowed to report to the competent authority in several times within 1 year after resolution of the Shareholder's Meeting. The Company may issue the shares in batches within 2 year after receiving approval from the competent authority. °
  2. The attendance, proposal, speech, voting and voting rights of the shareholders' meeting are the same as the ordinary shares of the company issued and executed in accordance with the trust depository.
  3. The plan is passed by the resolution of the Shareholders' Meeting and the Board of Directors is authorized to handle all the issues regarding the issuance of Restricted Stock Awards. If any amendment hereto is necessary due to any change of any laws or regulations or any requirement of the competent authority, Chairman is authorized to make any necessary amendment hereto and submit the revised Rules to the Board of Directors for approval, before the RSAs may be granted.