

Flexium Interconnect, Inc.
Notice of 2024 Annual General Meeting

- I. The Company will hold the 2024 Annual Shareholders' Meeting at Flexium's Headquarters (Located at No.1, Shangfa 5th Rd., Hofa Industrial Park, Daliao Dist., Kaohsiung City) on Tuesday May 30, 2024 at 9:00 a.m. (shareholder registration will start at 8:30 a.m. at the venue of the meeting)

Meeting Agenda:

(I) Report Items

1. 2023 Annual Business Report.
2. 2023 Audit Committee's Audit Report.
3. Report on 2023 distribution of remunerations to employees and directors.
4. The distribution of the Company's cash from 2023 earnings and the capital reserve.
5. The Company's overseas unsecured convertible corporate bond issuance situation and progress report, reported to the public notary.
6. The handling status for the resolution of 2023 Regular Shareholders' Meeting for "conducting public offerings of ordinary shares, or issue new shares to participate in GDRs, or private placements of ordinary shares, or overseas or domestic convertible bonds

(II) Proposals

1. 2023 Business Report and Financial Statements
2. 2023 Distribution of Remunerations.

(III) Discussion

1. To revise the Meeting Rules for Shareholders' Meeting.
2. Issuance of 2024 Restricted Stock Awards, RSA
3. Restriction on the prohibition of non-competition of directors and representatives.

(IV) Motions

II. Dividend distribution :

1. Cash dividends from earnings : NT\$1,290,003,924 (NT\$ 4 per share)
2. Cash dividends from capital reserve : NT\$322,500,981 (NT\$ 1 per share)

III. The proposal of Issuance of 2024 employee restricted stock awards, please refer to the attachment I.

IV. The proposal of the conduct public offerings of ordinary shares, or issue new shares to participate in GDRs, or private placements of ordinary shares, or overseas or domestic convertible bonds, please refer to the attachment II .

- V. According to Article 209 of the Company Act, it is proposed that this shareholders' meeting agree to relieve the company's directors CHENG MING CHIH, CHENG DAVID, LIN PEI JU, Huang Shui Tung, Anson Tseng and the legal director Taipeng Development Co., Ltd. representative JJ Chen. For non-competition restrictions, please refer to the directors' non-competition content in the shareholders' meeting handbook.
- VI. Please find the Notice of attendance and Proxy Form enclosed with the Meeting Notice. If you plan to attend in person, please affix your signature or personal seal on the "attendance sign-in card" and register at the meeting venue on the date of the meeting. If you plan to appoint a proxy to attend the Meeting, please affix your signature or personal seal on the proxy, fill out the name and address of the proxy, and deliver to the registrar of the Company, Stock Registration Department of Yuanta Securities Co., Ltd (B1F., No. 210, Sec. 3, Chengde Rd., Datong Dist., Taipei City 103432, Taiwan (R.O.C.)), five days prior to the annual shareholders' meeting, to facilitate dispatching attendance sign-in card to the engaged proxy.
- VII. The statistics and verification for the proxies of the Company is the Stock Registration Department of Yuanta Securities Co., Ltd.
- VIII. If there is any shareholder who intends to solicit for the Proxy Form, the Solicitor's Solicitation Information List compiled by the Company will be available on April 29, 2024 on the website of the Securities and Futures Institute (<https://free.sfi.org.tw>). For inquiries, please visit the website and click "Free Inquiry System for Information Related to the Public Announcement of Proxy Form"; then input the conditions of inquiry accordingly.
- IX. Regarding the major content of the annual shareholders' meeting, please visit the Market Observation Post System (<https://mops.twse.com.tw>) and click "Basic Information/Electronic Books/Information Related to Annual Report and Stockholders' Meeting.
- X. In this year's Annual Shareholders' Meeting, shareholders may exercise their voting rights by electronic means. The period for such electronic voting to be carried out is from April 30, 2024 to May 27, 2024. Please login to Taiwan Depository & Clearing Corporation's "Stock Vote" website and proceed in accordance with the instructions provided.
【Website: <https://www.stockvote.com.tw>】

【Attachment I】

The major items for the procedures of 2024 Restricted Stock Awards issuance are as follows :

- (I) In accordance with the relevant provisions of Article 267 of the Company Act, the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers," and so on, the "Procedures of 2024 Restricted Stock Awards Issuance."
- (II) The Restricted Stock Awards to be issued in this instance shall be declared to the competent authority within one year after the resolution of the shareholders' meeting. Within two year from the date when the notification of the effective declaration of the competent authority is reached, it may be issued one or more times according to actual needs. The actual date of issue shall be determined by the chairman as authorized by the board of directors.
- (III) The Restricted Stock Awards issued in this instance are as follows:
 1. Total amount of issuance: 700,000 ordinary shares will be issued; provided, the actual shares to be issued will be resolved by the Board after the proposal of Restricted Stock Awards issuance approved by the shareholders' meeting and the competent authority.
 2. Issuance conditions:
 - (A) Issuance price: Issued to employees free of charge
 - (B) Vesting conditions:
 - (I) In accordance with these Measures, If employees still employed from the date of grant to the expiration date, and the personal performance evaluation score is 3A (inclusive) or above in the year before the expiration date, the proportion of shares that can meet the vested conditions is as follows:
 - (1) The tenure expires 1 year after the date of grant: the vested ratio is 30%. (Unconditional carry to stock)
 - (2) The tenure expires 2 year after the date of grant: the vested ratio is 30%. (Unconditional carry to stock)
 - (3) The tenure expires 3 year after the date of grant: remaining shares.
 - (II) The term of service grant date is defined as the date when the stock is distributed to the shareholder list.
 - (III) In case of holidays at the above times, then matters should be handled in advance on the prior business day.
 - (C) Handling of employees who do not meet these conditions: Shares that do not meet the vesting conditions will be recovered by the company free of charge and applied for cancellation.
 3. Staff qualifications and the number of shares that can be allocated or subscribed:
 - (A) The eligible employees are limited to these full-time employees of the Company or the companies controlled by subordinated to the Company on board on or before the date of granting the Restricted Stock Awards; the referred companies controlled by subordinated to the

Company are recognized pursuant to the standards specified in Article 369-2, Article 369-3, Paragraph 2 of Article 369-9, and Article 369-11 of the Company Act, or the laws and regulations updated before the issuance, and the competent authority's regulations.

(B) In order to protect the rights and interests of shareholders, the Company will carefully manage the Procedures. Persons who must be issued Restricted Stock Awards will be limited to: (i) Key personnel related to the future successful development of the Company; (ii) Those whose individual performance is of considerable value to the Company; (iii) Core new employees; and so on.

(C) For the actual number of employees and the number of restricted employee shares that can be allocated according to the Procedures, factors will be considered including performance, past and expected overall contributions, special merits, development potential, grade, seniority, etc., and the Company's operational needs and business development strategies will also be considered. After being approved by the chairman, this shall be reported to the board of directors for resolution. Provided that where any director or managerial officer is listed in the subscribers, the approval of the Remuneration Committee is required; for these subscribers not managerial officers, the approval of the Audit Committee is required before being submitted to the Board of Directors for the resolution.

(D) The number of Restricted Stock Awards granted to a single employee shall be handled in accordance with Regulations Governing the Offering and Issuance of Securities.

(IV) Restrictions on shares before the vesting conditions are met:

1. Once the restricted employee stocks are issued, they shall be trusted immediately. The Company or a person designated by the Company shall act as an agent for all assigned employees to sign and revise trust-related contracts with the trust institution and authorize them to handle relevant trust affairs. In addition, before the vesting conditions are met, employees must not request to return the restricted stock for employees with any excuse or in any manner.
2. Before the vesting conditions set in the preceding Article are fulfilled, except in cases of inheritance, employees must not use the restricted employee are allocated according to these measures to sell, pledge, transfer, gift to others, set up, or discriminate in other ways.
3. Before meeting the vesting conditions, the shareholders' rights in shareholders' meeting, including attendance, proposal, speech, casting votes, and voting rights are entrusted to the trustee institution for exercising.
4. Before the vesting conditions are met, there shall be no rights to earnings distributions (including but not limited to: dividends, bonuses, capital reserve allocated rights) nor to cash-enhanced share options.
5. From the day of the Company's non-gratuitous allotment stop transfer day, the cash dividend stop transfer day, the cash capital increase subscription stop transfer day, the shareholders' meeting

transfer period determined by Article 165, Paragraph 3 of the Company Law, or other legal business stoppage period based on the facts from the first 15 business days to the reference date for the distribution of rights, employees who meet the acquired conditions during this period do not have the right to surplus distribution.

6. During the vesting period, where the Company decreases the capital due to any non-statutory capital decrease, such as the capital decrease in cash, the capital decrease for offsetting losses, the Restricted Stock Awards shall decrease proportionally based on the capital decrease percentage. The cash refunded due to the capital decrease in cash shall be trusted, and refunded to employees without interest when the vesting conditions are met; provided, where the vesting conditions are not met, the Company will retrieve such cash.
- (V) Necessary reasons for handling these Restricted Stock Awards: to attract and retain talent needed by the company, and motivate employees and enhance their momentum to jointly create in the interests of the Company and its shareholders.
- (VI) Possible expense amounts, dilution of the Company's earnings per share and other matters affecting shareholders' equity:
1. Possible expense amounts:

By estimating the closing price NT\$84.3 of the Company's share on February 5, 2024, when all conditions are met, the maximum amount that may be expensed is NT\$59,010 thousand. Subject to vesting conditions, the amount of expenses for 2024 to 2027 will be approximately NT\$14,343 thousand、NT\$27,046 thousand、NT\$13,031 thousand、NT\$4,590 thousand.

If the aforementioned Restricted Stock Awards increase or decrease before the issuance, the amount of its expense is also increased or decreased in proportion in order to comply with laws and regulations.
 2. Dilution of the Company's earnings per share and other matters affecting shareholders' equity:

Based on the issued shares of the Company, 322,500,981 shares, the provisional estimates of the dilution of earnings per share for 2024 to 2027 will be NT\$0.04、NT\$0.08、NT\$0.04、NT\$0.01. The dilution of the Company's earnings per share is still limited, and there is no significant impact on shareholders' equity.

If the aforementioned Restricted Stock Awards increase or decrease before the issuance, their impact on earnings per share is also adjusted in equal proportions in order to comply with laws and regulations.
- (VII) Other important matters agreed upon:
1. The Procedures are effective after being approved by more than two-thirds of the directors of the board of directors and more than half of the directors present, and after they is reported to the competent authority for approval. If amendment is required during the review process of the submission due to the revision requirements of the competent authority, the chairman is authorized

by the board of directors to revise the Procedures, and they will only be issued after subsequent approval by the board of directors.

2. If there are matters left unaddressed in the Procedures, then except as otherwise provided by decree, the chairman is authorized by the board of directors to revise or implement it in accordance with relevant laws and regulations.

(VIII) For the Procedures of 2023 Restricted Stock Awards Issuance, please refer to the handbook.

【Attachment II】

The major items of the conduct public offerings of ordinary shares, or issue new shares to participate in GDRs, or private placements of ordinary shares, or overseas or domestic convertible bonds are as follows :

(I) The Company intends to raise funds through public offerings or private placements with strategic investors at an appropriate time for the purpose of replenishing working capital, repaying bank loans, repaying corporate bonds, and considering the timeliness, feasibility and cost of issuance. The company intends to choose one or a combination of issuance of ordinary shares, issuance of new shares to participate in global depositary receipts or issuance of overseas or domestic convertible bonds in one or more phases or at the same time. The actual number of shares to be issued or converted is proposed to the shareholders' meeting to authorize the Board of Directors to decide within the limit of 32,000,000 shares depending on the capital position as described below.

(II) To issue ordinary shares in a public offering for additional cash capital in Taiwan:

1. The par value of each common stock to be issued for domestic cash capital increase will be NT\$10.

The actual issue price will be determined in accordance with the relevant provisions of the "Self-regulatory Rules Governing the Provision of Advisory Services by Underwriter Members to Issuing Companies Offering and Issuing Securities" of the Taiwan Securities Association and, depending on the market conditions at the time of issuance, the chairman of the board of directors and the underwriters will be authorized to jointly discuss the issue and submit it to the competent authorities for approval. It is proposed to request the Shareholders' Meeting to authorize the Board of Directors to adopt either or both the book building or public subscription method for the public offering in accordance with Article 28 of the Securities and Exchange Act.

2. Book building method

(A) The book building method is used for the offering, except for 10% to 15% of the total number of new shares to be subscribed by the Company's employees in accordance with Article 267 of the Company Act, the remaining 85% to 90% of the shares are proposed to the shareholders' meeting to be withdrawn from preemptive subscriptions by the original shareholders in accordance with Article 28-1 of the Securities and Exchange Act, and the entire amount is proposed to be used for the book building method. For the subscription portion that has been renounced or under-subscribed by the employees, the Chairman is authorized to contact the specific persons to subscribe at the issue price.

(B) In accordance with Article 7 of the "the Taiwan Securities Association's Self-regulatory Rules Governing the Provision of Advisory Services by Underwriter Members to Issuing Companies Offering and Issuing Securities", the issue price of ordinary shares shall not be less than 90% of the average of the closing prices of the common shares calculated on the basis of a simple arithmetic average price for a choice of the previous one, three or five business days, less the

ex-rights (or ex-rights on capital reduction) and ex-dividend of the gratis allotment of shares, when reporting to the FSC, reporting the book building agreement and underwriting contract to the Association. The actual issue price shall be agreed between the Board and the Underwriter after the end of the book building period, taking into account the overall book building situation and the market conditions.

3. By public subscription and placement

(A) The public subscription and placement is used for the offering, except for 10% to 15% of the total number of new shares to be subscribed by the Company's employees in accordance with Article 267 of the Company Act, and 10% of the shares are set aside for public subscription in accordance with Article 28-1 of the Securities and Exchange Act, the remaining 75% to 80% will be subscribed by the original shareholders in proportion to their shareholdings as at the record date for subscription. For the subscription portion that has been renounced or under-subscribed by the original shareholders or employees, the Chairman is authorized to contact the specific persons to subscribe at the issue price.

(B) In accordance with Article 6 of the "the Taiwan Securities Association's Self-regulatory Rules Governing the Provision of Advisory Services by Underwriter Members to Issuing Companies Offering and Issuing Securities", the issue price of common shares shall not be less than 70% of the average of the closing prices of the common shares calculated on the basis of a simple arithmetic average price for a choice of the previous one, three or five business days, less the ex-rights (or ex-rights on capital reduction) and ex-dividend of the gratis allotment of shares, as reported to the FSC and for the five business days prior to the ex-rights date. The actual issue price shall be agreed between the Board and the Underwriter after the end of the book building period, taking into account the market conditions.

4. The entitlement and obligations to the above new shares issued by cash capital increase is the same as that of the issued shares.

5. The proceeds from the cash capital increase through the issuance of ordinary shares are intended to replenish the working capital and to meet the capital requirements for future development and to enhance the operating efficiency, which should positively contribute to the future development of the Company.

6. The Board of Directors is authorized to determine the important details of the cash capital increase plan, including the issue price, the number of shares to be issued, the terms and conditions of the offering, the projects, the amount to be raised, the forecasts, and the anticipated benefits to be generated. The Chairman is also authorized to handle all matters related to the cash capital increase subject to the approval of the competent authorities and any changes based on operational assessment or objective factors.

7. The Chairman shall be authorized to determine the record date for the subscription of new shares,

the payment period and the record date for the capital increase when the proposal for the cash capital increase is approved by the competent authority.

8. The Board of Directors shall be authorized to handle the issuance of the aforementioned cash capital increase in the event that the issuance method is required to be amended in accordance with changes in laws and regulations or due to the objective factors.
- (III) To conduct a public offering for cash capital increase through the issuance of common shares in order to participate in the issuance of global depositary receipts ("GDRs").
1. The cash capital increase through the issuance of ordinary shares to participate in the issuance of global depositary receipts ("GDRs") will not only retain 10% to 15% of the total number of new shares to be issued for subscription by the Company's employees in accordance with Article 267 of the Company Act, but the remaining 85% to 90% will be proposed to the shareholders' meeting for public offering in the form of GDRs in accordance with Article 28-1 of the Securities and Exchange Act. For the subscription portion that has been renounced or under-subscribed by the employees, the Chairman is authorized to contact specific persons to subscribe or may be included in the GDR issue at its original price depending on market needs.
 2. In accordance with Article 9 of the "the Taiwan Securities Association's Self-regulatory Rules Governing the Provision of Advisory Services by Underwriter Members to Issuing Companies Offering and Issuing Securities", the issue price of common shares participating in the issuance of ODRs shall not be less than 90% of the average of the closing prices of the ordinary shares calculated on the basis of a simple arithmetic average price for a choice of the previous one, three or five business days, less the ex-rights (or ex-rights on capital reduction) and ex-dividend of the gratis allotment of shares. Given that the market price may fluctuate significantly in the short term, it is proposed that the Chairman is authorized to determine the actual issue price in accordance with international practice, with the reference to international capital markets, domestic share prices and the book building, and jointly discuss it with the underwriters based on market conditions. However, if the relevant laws in Taiwan change, the pricing method may also be adjusted in accordance with the law. The cash capital increase through the issuance of ordinary shares was priced in accordance with the relevant laws and regulations and the market practices. Therefore, the issue price was set at a reasonable rate. The original shareholders are still able to purchase the ordinary shares in the domestic stock market at close to the issue price of the GDRs, without exposure to foreign exchange risk and liquidity risk.
 3. The terms, number and price of the issue, the amount of the issue, the plan for the use of funds, the forecast, the expected benefits, the selection of the underwriter and all other related matters shall be submitted to the shareholders' meeting to authorize the Board of Directors to handle these issues with full authority; provided that the same shall apply if the competent authority has approved or if there is a need to amend these issues due to other circumstances.

4. The cap on the number of common shares to be increased by this offering is thirty-five million shares, and the maximum dilution ratio to the original shareholders is 9.99%, which should not have a significant influence on the original shareholders' equity. The proceeds from the cash capital increase through the issuance of ordinary shares to participate in the issuance of GDRs were used to replenish the working capital and to meet the capital requirements for future development and to enhance the operating efficiency, which should positively contribute to the future development of the Company.
 5. The entitlement and obligations to the new shares issued in this case shall be the same as the original shares issued.
 6. Upon approval by the competent authority, the Board of Directors shall be authorized to handle matters relating to the new shares issued.
- (IV) To conduct the private placement of securities (in accordance with Article 43-6, paragraph 6 of the Securities and Exchange Act and Directions for Public Companies Conducting Private Placements of Securities), as described below:

1. The basis and reasonableness of the private placement pricing:
 - (A) The actual issue price per share of common stock in the private placement shall be set at not less than 80% of the reference price, which shall be the higher of:
 - (a) the average of the closing prices of the ordinary stock on a simple arithmetic basis for a choice of one, three or five business days prior to the pricing date, less the ex-rights and dividends of the gratis allotment and after adding back the capital reduction and ex-rights;
 - (b) The closing prices of the common stock on a simple arithmetic basis for 30 business days prior to the pricing date, less the ex-rights and dividends of the gratis allotment and after adding back the capital reduction and ex-rights.

In the future, it is possible that the price of a private placement may be lower than the par value of the shares. However, it is reasonable to assume that the price of a private placement may be lower than the par value, as required by the current legislation. If, in the future, the ordinary share price of a private placement remains below the par value of the shares due to market factors, the stockholders' equity will be subject to a cumulative loss arising from the difference between the actual private placement price and the par value, which will be eliminated depending on the future operations of the Company. The actual pricing date and the actual price of the private placement are proposed to the shareholders' meeting for resolution and the Board of Directors is authorized to determine the price based on market and company conditions and the selection of strategic investors. In addition to complying with the relevant provisions of the "Directions for Public Companies Conducting Private Placements of Securities", the above-mentioned basis for setting the price of private placements should be reasonable, considering that there are restrictions on the objects and the number of securities

that can be transferred within three years from the date of delivery of private placements, and that no additional public offerings or listings can be reported to the competent authorities before three years of the delivery date.

(B) The issue price of private placement of convertible corporate bonds shall not be less than 80% of the theoretical price. The theoretical price will be determined by a pricing model that considers the rights included in the terms of the issuance. The conversion price of the privately placed convertible corporate bonds are priced as the privately placed common shares. If, in the future, the actual price per share is lower than the par value of the shares due to changes in the securities market, the price is set in accordance with the pricing basis regulated by law and reflects the market price, which is necessary in order to raise funds for the long-term stable growth of the Company. In the event that the price per share is lower than the par value, resulting in an increase in accumulated losses that affects shareholders' equity, the Company will, depending on its operations and market conditions, submit a proposal to the Board of Directors for a resolution to make up the losses through capital reduction, earnings, additional paid-in capital or other statutory instruments.

(C) In order to maintain greatest flexibility in the issuance, the pricing date, the actual reference price and the theoretical price, as well as the actual issuance price and the terms of the issuance (including the coupon rate, the conversion price, the conversion period and the method) have not yet been determined, and it is proposed to request the shareholders' meeting to authorize the board of directors to determine them based on the capital market conditions and the selection of strategic investors. In addition to complying with the relevant provisions of the "Directions for Public Companies Conducting Private Placements of Securities ", the above-mentioned basis for setting the price of private placements should be reasonable, considering that there are restrictions on the objects and the number of securities that can be transferred within three years from the date of delivery of private placements, and that no additional public offerings or listings can be reported to the competent authorities before three years of the delivery date.

2. The method for selecting the specific persons: The strategic investors who meet the eligible criteria stipulated in Article 43-6, paragraph 1 of the Securities and Exchange Act and who can assist the Company in improving technology and quality, reducing costs, increasing efficiency and expanding markets, and who share the Company's business philosophy. The purpose, necessity and anticipated benefits of the strategic investors that meet the aforementioned criteria are to assist the Company in achieving the aforementioned benefits through the technology, knowledge or access of such strategic investors as required for the long-term development of the Company. Matters relating to the selection of specific persons are proposed to the Shareholders' meeting to authorize the board of directors to do so in its full authority.

3. Reasons for the necessity of conducting a private placement:

- (A) Reasons for not using a public offering: The Company considers the capital market conditions, the timeliness and feasibility of raising capital, the cost of issuance and the actual need to bring in strategic investors. The private placement of securities, which is non-transferable for three years, will ensure a long-term relationship between the Company and its strategic investors; and by authorizing the Board of Directors to conduct the private placement in accordance with the actual needs of the Company's operations, it will effectively enhance the Company's flexibility and mobility in raising capital and therefore it is proposed to issue securities by way of private placement instead of public offering.
- (B) Use of funds for private placements and anticipated benefits: Depending on the market conditions and the specific person's status, the Company will conduct the private placements in one or several times (up to a maximum of three times), and the proceeds from each private placement will be used to replenish the working capital. Each of the private placements is expected to strengthen the Company's competitiveness, enhance the operating efficiency and financial structure, which will have a positive influence on shareholders' equity.
4. The restrictions on the private placement of securities (including overseas securities) shall be in accordance with Article 43-8 of the Securities and Exchange Act and the relevant regulations of the competent authorities.
5. The shareholders' meeting shall authorize the Board of Directors to handle the material contents of this proposal, including but not limited to the issue price, the number of shares to be issued, the terms and conditions of the issue, the proceeds, the plan for the use of funds, the forecast, the anticipated benefits to be generated, and other unresolved matters; the same shall apply if approved by the competent authorities or if there is a need for amendment due to other circumstances.
- (V) In connection with the public offering of ordinary shares, or the issuance of new shares to participate in the GDRs, or the private placement of ordinary shares, or the issuance of overseas or domestic convertible corporate bonds, it is proposed that the shareholders' meeting shall authorize the chairman of the board of directors or his designee to sign and negotiate all deeds and documents on behalf of the Company and to do all things necessary for the Company related to the public offering or the private placement.
- (VI) For this private placement of the overseas or domestic convertible corporate bonds, it is explained in the proposal that the issuance price of the privately placed convertible corporate bonds is not lower than 80% of the reference price, and complying with the laws and regulations; provided, the strategic partners are not yet confirmed, the Board will determine the issuance conditions, coupon rate, and other related conditions depending on the market issuance conditions and the confirmation of the strategic partners upon the approval of this shareholders' meeting.
- (VII) The Chairman is hereby authorized to handle all matters not covered by this Statement in accordance with the law.

(VIII) In accordance with Article 43-6 of the Securities and Exchange Act, the company's private equity proposal, please refer to the Market Observation Post System (<https://mops.twse.com.tw>), please click (Investment Zone / Private Equity Zone) and the company's website (<https://www.flexium.com.tw>), please click (Investor Area / Shareholders' Meeting Information)

Board of Directors

Flexium Interconnect, Inc.