

**TXC CORPORATION**  
**Notices of the Annual Shareholders' Meeting in 2025**

1. TXC CORPORATION hereby announces to convene the Annual Shareholders' Meeting at the TXC Corporation (Meeting Room), located in No.4, KungYeh 6<sup>th</sup> Rd., Pingzhen Industrial District, Taoyuan City. The shareholders' meeting of the company commences at 9:30 a.m., Tuesday, May 27, 2025, and the company starts to deal with registered matters at 9:00 a.m.

Meeting Agenda:

I. Reported Matters

- (1) To report the business of 2024 (2) Audit and Risk Committee's review report (3) To report 2024 employees' profit sharing bonus and directors' compensation (4) To report the status of 2024 cash dividend distribution (5) To report the private placement of Common Shares

Processing Status

II. Acknowledged Matters

- (1) To accept 2024 Business Report and Financial Statements  
(2) To accept the proposal of distribution of 2024 earnings

III. Discussion Matters

- (1) To Revise the "Articles of Incorporation"  
(2) To Revise the "Procedures for Lending Funds to Other Parties", "Procedures for Endorsement & Guarantee", "Procedures for Acquisition or Disposal of Assets", "Procedures for Financial Derivatives Transactions"  
(3) To issue common shares for cash capital increase through private placement

IV. Election Matters

- (1) To elect eleven directors (including four independent directors)

V. Other Proposals

- (1) To remove the restriction of non-compete agreement of newly elected directors

VI. Extemporaneous Motions

2. Proposed resolutions for 2024 earnings distribution:

Cash dividends: NT\$1,783,563,449—NT\$5.2 cash dividend per share.

3. Please refer to the attachment for the company proposed to issue common shares for cash capital increase through private placement.
4. To elect eleven directors (including four independent directors)
5. The directors candidate List: (i) Lin, Wan-Shing, (ii) Lin, Jin-Bao, (iii) Kuo, Ya-Ping, (iv) Chen Chueh, Shang-Hsin, (v) Huang, Hsiang-Lin, (vi) Hsu, Hsing-Hao, (vii) Pan, Ching-Yi; The independent directors candidate List: (i) Yu, Shang-Wu, (ii) Yen, Hsing-Fu, (iii) Chiu, Su-Mei, (iv) Chen, Ming-Yi

For related information on the above candidates' academic experience, please refer to Market Observation Post System (MOPS) (<https://mops.twse.com.tw>).

6. In accordance with the provisions of Article 209 of the Company Act it is proposed that this shareholders' meeting agree to remove the non-competition restrictions of newly elected directors (including independent directors) and their representatives. For more details, please refer to Annual Shareholder's Meeting Procedure.
7. Enclosed please find each one copy of the notice of the annual shareholders' meeting and a proxy letter for your disposal. If you want to participate in the said meeting personally, please sign or affix your seal on the said notice of the annual shareholders' meeting and bring it to the meeting place on the meeting day to report your attendance; If you want to assign a proxy to attend the meeting, please personally fill out the attached proxy letter indicating the name and address of the agent appointed by you and provide your personal signature or seal on the proxy letter and mail the proxy letter within five days prior to the calling of the shareholders' meeting to the company's stock agent, Yuanta Securities Co., Ltd. Which is located in the B1 or 1F, No. 67, Section 2, Dunhua South Road, Da'an District, Taipei City (Zip Code 106045) so that the Company can send out the meeting attendance admission (or attendance signature card) to you. The entrusted agent should fill out the "Agent's Intention to Register and Participate in the Shareholders' Meeting via Videoconference" and send it to the Company's stock agent, Yuanta Securities Co., Ltd. to handle registration and registration before 4:00 pm on May 23, 2025.
8. Letter of proxy of the company will be verified by registrar of Yuanta Securities Co., Ltd.
9. If there is any shareholder who asks for letter of proxy, the company will disclose related information on website of Securities and Futures Institute by April 25, 2025. Please search for related information in "Free Search System of Proxy Letter Announcement" of the following website: <https://free.sfi.org.tw>.
10. The main contents of this shareholders' meeting, if there are matters stipulated in Article 172 of the Company Act, in addition to being listed in the convening notice, please go to the Public Information Observation Station (<https://mops.twse.com.tw>) and click "Single Company/Electronic Document Download/Annual Report and Shareholders' Meeting Related Materials/Annual Report and Shareholders' Meeting Related Materials (including Depository Receipt Materials): Enter Search Conditions (Company Stock Code or Abbreviation and Year)/Reference Materials for Shareholders' Meeting Proposals (or Proceedings Manual and Meeting Supplementary Materials)" to search.
11. Shareholders may exercise their voting rights through **STOCKVOTE** platform of Taiwan Depository & Clearing Corporation (<https://stockservices.tdcc.com.tw>) during the period from April 27 to May 24, 2025.

For the attention of all shareholders:

Yours faithfully,  
TXC Corporation Board of Directors

### 《Hybrid Shareholders' Meeting》

This annual shareholders' meeting will be held via video conferencing, the relevant matters are stated as follows:

(1) Shareholders who wish to attend by video conference, please register and check in on the Taiwan Depository & Clearing Corporation's Shareholders Meeting Video Conference Platform (<https://stockservices.tdcc.com.tw>) from April 27 to May 24, 2025, and registration will be accepted 30 minutes before the start of the shareholders' meeting. Those who complete the registration will be deemed to have attended in person.

(2) Shareholders who participate in the shareholders' meeting via video conference can exercise their voting rights from the time the chairman announces the opening of the meeting to the time the chairman announces the closing of voting. Those who exceed the time limit will be deemed to have abstained from voting. Questions can be asked in written form on each matter, limited to two times per matter, each time not exceeding 200 words. For platform-related operating instructions, please refer to the Taiwan Depository & Clearing Corporation's website

(<https://www.tdcc.com.tw/portal/zh/page/show/402897967d841dba017e8eea7fc5009c>).

If there is poor communication, delay, inability to watch the live broadcast, ask questions or exercise voting rights due to factors such as the Internet or related equipment where your shareholders are located, it is difficult for the company to take responsibility. Shareholders who have any concerns about this are advised to submit e-Voting in advance to exercise voting rights or use other entities to attend shareholders' meetings.

(3) The postponement or continuation of the meeting due to obstacles to the video conferencing platform or video participation due to natural disasters, accidents or other force majeure situations:

A. If on the day of the shareholders' meeting, due to natural disasters, accidents or other force majeure, there is an obstacle to the video conferencing platform or participation in the video conference, and the obstacle cannot be eliminated for 30 minutes, after deducting the number of shares of the shareholders participating in the video conference:

(a) When the statutory quota for a shareholders' meeting has been reached, the shareholders' meeting will continue. Shareholders, solicitors or entrusted agents will participate in the meeting via video conference. Their number of shares attended will be included in the total number of shareholders' shares present, and all resolutions of the shareholders' meeting will be discussed. , deemed as abstention

(b) If the statutory quota for the shareholders' meeting is not reached, the company will postpone or continue the meeting at 13:00 p.m. on May 28, 2025 at No.4, KungYeh 6th Rd., Pingzhen Industrial District, Taoyuan City (Meeting Room).

B. Shareholders who have not registered to participate in the original shareholders' meeting via video conference are not allowed to participate in the postponed or continued meeting.

C. When the company encounters an obstacle and the results of all matters have been announced but no temporary motions have been made, the chairman may declare the meeting to be adjourned

### 《Souvenir Receive Instructions》

- (1) Souvenir types: NT\$100 commodity card for convenient store (when the souvenirs are insufficient, they can be replaced by equivalent products)
- (2) Principles for distribution of souvenirs: Shareholders holding less than 1,000 shares (including those who entrust others to receive the shares) will not be issued (except those who attend in person or exercise voting rights electronically or attend by video conference).

(3) How to distribute souvenirs:

A. Entrust the solicitor to attend as an agent: please contact the solicitor for the solicitation site (solicitation 1,000 shares (inclusive) or above) from April 28 to May 21, 2025 (except regular holidays; each solicitation site may end the solicitation early depending on the solicitation status).

See the free website of the SECURITIES & FUTURES INSTITUTE for the solicitation site:

<https://free.sfi.org.tw>, go to the "Proxy Free Query System" and enter the query conditions.

B. Those who attend the shareholders' meeting in person: please present the attendance card (signature or seal) to attend the shareholders' meeting and receive souvenirs, which will be issued at the venue on the day of the meeting until the end of the meeting, and will not be reissued after the meeting.

C. Shareholders holding more than 1,000 shares who do not entrust or attend the shareholders' meeting in person and want to receive souvenirs, please present the attendance card to receive the souvenirs at the venue before the end of the meeting on the day of the meeting.

D. Souvenirs will not be exchanged by mail.

E. Those who exercise voting rights electronically and vote successfully, please bring the following documents:

(a) Original ID card.

(b) Present the attendance signature card, or print out the full page of the "Vote on Resolutions" page of the <https://www.stockvote.com.tw/> (choose one of the two)

All the above documents (1) and (2) must be present. Shareholders can redeem their souvenirs at Yuanta Securities' Stock Agency Department at B1 or 1F, No. 67, Section 2, Dunhua South Road, Da'an District, Taipei City (shareholders should go to Lane 63, Section 2, Dunhua South Road and enter the parking lot behind Yeh Choi Kee World Trade Center when going to the souvenir distribution counter on the 1F) from 9:00 a.m. to 4:30 p.m. from June 12 to June 16, 2025 (except holidays).

During this period, shareholders who do not exercise their voting rights electronically will not be issued souvenirs.

## **Discription for the Company to issue common shares for cash capital increase through private placement**

1、To enrich working capital, strengthen the financial structure and cooperate with long-term operational development, the company introduces strategic partners, and considering the costs, the timeliness and convenience for fundraising, the company plans to comply with the provisions of Article 43-6 of the Securities and Exchange Act., at an appropriate time, the cash capital increase and the issuance of common shares in the form of private placement will be submitted to the shareholders' meeting to authorize the board of directors to decide based on the circumstances of the specific person and market conditions in the future. This will be conducted in batches (up to two batches) within one year from the date the shareholders' meeting resolves this private placement case.

2、The company's cash capital increase and issuance of common shares by private placement are as follows:

(1) Private placement amount and number of shares: it is estimated that the total number of private placement common shares will not exceed 50,000,000 shares, with a par value of NT\$10 per share. The actual number of shares issued will not exceed the estimated number of private placement shares approved by the shareholders' meeting, and will be submitted to the shareholders' meeting. The board of directors is authorized to handle the matter according to the circumstances of the specific person and market conditions in the future.

(2) Matters to be explained when conducting private placement of securities in accordance with Article 43-6 of the Securities and Exchange Act:

A、The basis and rationality for the privately placed common stock pricing:

The price of this private placement shall be no less than 80% of the higher of the following two reference prices before the company's pricing date:

(a) The simple arithmetic average of the closing prices of common shares calculated on one of 1, 3, and 5 business days before the pricing date, deducting the ex-rights of gratuitous allotment of shares and dividends, and adding back the stock price per share after adding back the right of ex-rights for capital reduction.

(b) The simple arithmetic average of the closing prices of common shares 30 business days before the pricing date, deducting the ex-rights and dividends of gratuitous share allotment, and adding back the stock price per share after adding back the anti-ex-rights of capital reduction.

The actual pricing date and the actual issuance price shall be within the range of not less than the majority of the resolution of the shareholders' meeting, and the board of directors is authorized to decide based on the circumstances of the specific person and market conditions in the future. The basis for setting the aforementioned private placement price complies with the provisions of "Directions for Public Companies Conducting Private Placements of Securities " and also considers that there are strict restrictions on the transfer time, objects and quantity of private placement common shares. Therefore, the setting of this private placement price should be

reasonable.

#### B 、 Specific person selection method

(a) The method of applicant selection: The targets of this issuance of common shares are limited to specific persons who comply with the provisions of Article 43-6 of the Securities and Exchange Act and other relevant laws and regulations and relevant letters and explanations from the competent authorities.

(b) The purpose, necessity and expected benefits of applicant selection: To strengthen the competitive advantage of the product market and coordinate with the company's future product planning, it is necessary to introduce strategic partners. Through strategic partner applicant, the operational competitiveness of the company's product market can be stabilized and strengthened.

(c) The relationship between the applicant and the company: The company has not yet decided on a specific applicant, and the selection of the actual applicant will be submitted to the shareholders' meeting to authorize the board of directors to decide in accordance with the above-mentioned laws.

#### C 、 Necessary reasons for conducting private placement

(a) The reason for not using public offering: In order to introduce strategic partners in response to the company's long-term development and to stabilize and strengthen the company's product market operation competitiveness, and considering that private placement targets, private placement methods are relatively quick and simple, such as issuing securities through raising, it may not be easy to obtain the required funds smoothly in the short term. It is planned to use private placement to increase cash capital and issue common stock to raise funds from specific people. By authorizing the board of directors to conduct private placement based on market conditions and in line with the company's actual needs, it will increase the company's flexibility and efficiency to raise capital. The restriction on the transfer of privately-placed securities within three years will further ensure the long-term cooperative relationship between the company and its strategic partners.

(b) Private placement quota: within the quota of no more than 50,000,000 shares, it will be conducted in batches (up to two batches) within one year from the date of resolution of the shareholders' meeting. The actual fundraising quota is planned to be authorized by the board of directors based on the current market conditions, the actual needs of the company, and handle it by contacting a specific person.

(c) Manage the use of funds from the private placement and expected benefits: The funds raised this time will be used to enrich working capital and meet the company's long-term operational development needs. It is expected to reduce the company's operating risks, strengthen its financial structure, and improve future operating performance. The benefits will have a positive impact on shareholders' equity.

D 、 Rights and Obligations: The rights and obligations of this private placement of common shares are the same as the existing issued shares of the Company; however, in accordance with the provisions of the Securities and Exchange Law, unless certain circumstances are met, the company's private placement of common shares within three years from the date of delivery, except in accordance with except for the transfer objects stipulated in Article 43-8 of the Act, the remaining assets may not be sold. Three years after the completion of this private placement of

common shares from the date of delivery, the board of directors is authorized to decide based on the current situation whether to obtain a letter of consent from the Taiwan Stock Exchange for the issuance of listing standards in accordance with relevant regulations, and then submit the issuance procedures to the Financial Supervisory Commission, and apply for listing and trading.

E、After this private placement and the introduction of strategic partners, there will be no major changes in management rights.

F、This private placement of common shares will be conducted in batches (up to two batches) within one year from the date of submitting the resolution to the shareholders' meeting.

The main contents of the plan for private placement of common stock, including the actual number of private placement shares, the actual private placement price, and the selection of applicants, pricing date, record date, project items, use and status of funds, expected results and other related matters and so on, if changes are required due to approval by the competent authority or based on operational assessment or due to objective circumstances, it is proposed to the shareholders' meeting to authorize the board of directors to handle it with full authority.

G、In addition to the scope of authorization mentioned above, it is proposed that the shareholders' meeting authorize the chairman to sign, negotiate and change all contracts and documents related to the issuance of common shares through private placement on behalf of the company, and to handle all matters necessary for the company to issue common shares through private placement.

H、This company's private placement of securities proposal is in accordance with Article 43-6 of the Securities and Exchange Act. Please refer to the Market Observation Post

System(<http://mops.twse.com.tw/>) and the company website

(<https://www.txccorp.com/investor/shareholdercolumn/shareholders-information/>) for matters that need to be explained.