



Meeting Notice for Annual Shareholders' Meeting (Summary Translation)

I. The Company will hold the 2023 Annual Shareholders' Meeting at the No. 136, Gongyi Road, Zhunan Township, Miaoli County (The Company) on Tuesday, May 30, 2023 at 9:00 am (shareholder registration will start at 8:30 a.m. at the venue of the meeting)

The Agenda for the Meeting is as follows:

1. Reporting Items

- (1) 2022 Business Report.
- (2) Review Report from the Audit Committee.
- (3) Report on the Distribution of Employee Compensations and Director Remunerations for 2022.

2. Ratification Items

- (1) Ratification of the 2022 Business Report and financial statements.
- (2) Proposal for 2022 earnings distribution.

3. Discussion Items

- (1) Proposal of Release the Prohibition on Directors from Participation in Competitive Business.
- (2) To approve the issuance of new common shares for cash to sponsor the issuance of the overseas depositary shares ("DR Offering") and/or issuance of new common shares for cash in public offering and/or issuance of new common shares for cash in private placement ("Private Placement Shares") and/or issuance of overseas or domestic bonds in private placement("Private Placement Ordinary Corporate Bonds or Convertible Bonds") and/or issuance of overseas or domestic bonds ("Ordinary Corporate Bonds or Convertible Bonds").

4. Extemporary Motions

II. Stock dividend: Cash dividend NT\$2,104,729,908, with NT\$3.7 per share.

III. Note for To approve the issuance of new common shares for cash to sponsor the issuance of the overseas depositary shares ("DR Offering") and/or issuance of new common shares for cash in public offering and/or issuance of new common shares for cash in private placement ("Private Placement Shares") and/or issuance of overseas or domestic bonds in private placement("Private Placement Ordinary Corporate Bonds or Convertible Bonds") and/or issuance of overseas or domestic bonds ("Ordinary Corporate Bonds or Convertible Bonds").please refer to the attachment.

IV. Pursuant to Article 209 of the Company Act, the Shareholders' Meeting is hereby asked

to consent to release the prohibition on Directors from participation in competitive business.

Position	Name	Current Positions
Representative of Powertech Technology Inc.	Boris Hsieh	Chairman of Get-Team Tech Corporation
Independent Director	Chu-Chien Feng	Director of Neousys Technology Inc.

- V. 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, Section 3, Chengde Road, Datong District, 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.
- VI. The statistics and verification for the proxies of the Company is the Stock Registration Department of Yuanta Securities Co., Ltd.
- VII. 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 28, 2023 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.
- VIII. 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.
- IX. 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, 2023 to May 27, 2023. Please login to Taiwan Depository & Clearing Corporation's "Stock Vote" website and proceed in accordance with the instructions provided. **<https://www.stockvote.com.tw>**
- X. In the event that the Company has to change the venue of the Annual Shareholders' Meeting due to impacts from the COVID-19 (Coronavirus disease 2019) outbreak, such information will be announced in the Material Information section of the MOPS.

【Attachment】

The Note for To approve the issuance of new common shares for cash to sponsor the issuance of the overseas depositary shares (“DR Offering”) and/or issuance of new common shares for cash in public offering and/or issuance of new common shares for cash in private placement (“Private Placement Shares”) and/or issuance of overseas or domestic bonds in private placement (“Private Placement Ordinary Corporate Bonds or Convertible Bonds”) and/or issuance of overseas or domestic bonds (“Ordinary Corporate Bonds or Convertible Bonds”).

(1) Fund raising purpose and size:

In order to invest in the equipment of assembly and testing technology products, and the research & development of technologies, enrich working capital, provide the flexibility to engage in a IC backend technology cooperation or alliance with major companies, strengthen financial structure and/or support the Company’s need of funding for long-term development, it is hereby proposed that the coming shareholders meeting to authorize the Board of Directors (“Board”), within the limit of 56,870,000 common shares or NTD5 billion Bonds(or oversea currency exchange equivalent), depending on the market conditions and the Company’s capital needs, to choose appropriate timing and fund raising instrument(s), to issue new common shares for cash to sponsor DR Offering and/or issue new common shares for cash in public offering and/or issue Private Placement Shares and/or issue Private Placement overseas or domestic Bonds and/or issue overseas or domestic Bonds, in accordance with the applicable laws and regulations and the following fund raising principles. For issuance of Private Placement overseas or domestic Bonds and/or issue overseas or domestic Bonds, the number of common shares to be converted within the limit of 56,870,000 common shares shall be calculated in accordance with the conversion price determined at the time of issuance of Private Placement overseas or domestic Bonds and/or issue overseas or domestic Bonds.

(2) Fund raising method(s) and handling principles :

A. Issuance of new common shares for cash to sponsor DR Offering :

- a. The issue price of the new common shares will be decided with reference to (a) the closing price of the Company’s common shares on the pricing date or (b) the average of the closing price of the Company’s common shares for 1, 3 or 5 trading days prior to the pricing date (each of (a) and (b) is referred to hereinafter as the "reference price"). The Chairman of the Company is authorized to coordinate with the foreign lead-underwriter(s) of the DR Offering to determine the actual issue price in accordance with market conditions, provided that, the actual price shall not be less than 90% of the reference price after adjustment for shares issued as stock dividends, shares cancelled in connection with capital reduction and the cash dividends.

The reference price and the actual price will be decided in accordance with market practice and applicable law and regulations. In addition, assuming that the Company issues 56,870,000 common shares which is approximately 9.997% of the Company’s total outstanding common shares on the record date for the Company’s 2023 annual

shareholders meeting, as the actual price shall be no less than 90% of the reference price after adjustment for shares issued as stock dividends, shares cancelled in connection with capital reduction and the cash dividends, it is unlikely that such issuance will have a material dilutive effect on the holding of the current existing shareholders. Thus, determination of the issue price of the new common shares to be issued in connection with the DR Offering should be reasonable and should not have a material adverse effect on the rights and benefits of the current existing shareholders.

- b. Except for 10% to 15% of the new common shares shall be allocated for the employees' subscription in accordance with the applicable law, it is proposed for the shareholders meeting to approve the rights to subscribe to the remaining shares to be waived by the shareholders and such remaining shares should be offered to the public under Article 28-1 of the Securities and Exchange Act as the underlying shares of the global depositary shares to be sold in the DR Offering. Any new common shares not subscribed by employees of the Company shall be determined by the Chairman of the Company, depending on the market needs, to be allocated as underlying shares of the global depositary shares or to be subscribed by the designated person(s).

B. Issuance of new common shares for cash in public offering :

- a. The par value of the new common shares to be issued per share is NT\$10. It is proposed to authorize the Chairman of the Company to coordinate with the underwriter(s) of the public offering to determine the actual issue price in accordance with the Taiwan Securities Association's Self-regulatory Rules Governing the Provision of Advisory Services by Underwriter Members to Issuing Companies for Offering and Issuing Securities and the market conditions and the issue price shall be reported to, and approved by the regulatory authority before issuance.
- b. It is proposed to authorize the Board to choose either one of the following two methods to sell the new shares in the public offering through the underwriter(s):
 - (i) Except for 10% to 15% of the new shares must be offered to employees in accordance with Article 267, Paragraph I of the Company Act, it is proposed for the shareholders meeting to approve the pre-emptive rights to subscribe to the remaining shares to be waived by the shareholders in accordance with Article 28-1 of the Securities and Exchange Act and such remaining shares will be offered to the public via book building. It is proposed that any new common shares not subscribed by employees of the Company will be sold to the person(s) designated by the Chairman of the Company at the issue price.
 - (ii) Except for 10% to 15% of the new shares must be offered to employees in accordance with Article 267, Paragraph I of the Company Act, it is proposed that 10% of the new shares to be sold to the public through the underwriter(s) in accordance with Article 28-1, Paragraph 2 of the Securities and Exchange Act and the remaining shares will be subscribed to by the existing shareholders of the Company in accordance with their shareholding. It is proposed that any new common shares not subscribed by employees and shareholders of the Company will be sold to the person(s) designated

by the Chairman of the Company at the issue price.

C. Issuance of Private Placement Shares and/or Private Placement Overseas or Domestic Bonds :

a. Basis and reasonableness for determination of the subscription price of the Private Placement Shares :

(i) The higher of (x) the simple average closing price of the Company's common shares for 1, 3 or 5 trading days prior to the pricing date, and (y) the simple average closing price of the Company's common shares for 30 trading days prior to the pricing date, after adjustment for shares issued as stock dividends, shares cancelled in connection with capital reduction and the cash dividends, as the reference subscription price of the Private Placement Shares.

(ii) The issue price of the Private Placement Shares shall be no less than 85% of the reference price. It is proposed to authorize the Board to decide the actual issue price within the range approved by the shareholders meeting, depending on the status of finding specific investor(s) and market conditions.

The issue price of the Private Placement CB shall be no less than 85% of the theoretical price.

Theoretical price: A securities price calculated based on an appropriate pricing model that is selected in consideration of the various rights under the terms of issuance. The pricing model shall as a whole encompass, and include the concurrent consideration of, the various rights included in the terms of issuance.

(iii) As aforementioned, subscription price of the Private Placement Shares and issue price of Private Placement CB will be determined with reference to the price of the Company's common shares and the theoretical price in accordance with the Regulations Governing Public Companies Issuing Securities in Private Placement, thus, the price should be reasonable.

b. The method, purpose, necessity and projected benefits to determine specific investor(s):

The investors to subscribe to the Private Placement Shares and/or Private Placement CB must meet the qualifications listed in Article 43-6 of the Securities and Exchange Act and are limited to strategic investor(s). Priority will be given to the investor(s) who could benefit the Company's long term development, competitiveness, and existing shareholders' rights. The Board is fully authorized to determine the specific investor(s). The purpose, necessity and projected benefits for choosing strategic investor(s) are to accommodate the Company's operation and development needs to have the strategic investor(s) to assist the Company, directly or indirectly, in its finance, business, manufacturing, technology, procurement, management, and strategy development, etc. so to strengthen the Company's competitiveness and enhance its operational efficiency and long term development.

c. The necessity of issuance of Private Placement Shares and/or Private Placement overseas or domestic Bonds:

Considering the effectiveness and convenience for issuance of the Private Placement

Shares/Private Placement overseas or domestic Bonds and accommodating the Company's development planning, including inviting the strategic investor(s), it would be necessary to issue the Private Placement Shares and/or Private Placement overseas or domestic Bonds.

- d. For the Private Placement Shares and/or the new common shares to be issued upon conversion of Private Placement overseas or domestic Bonds, after expiration of three years following delivery date of the Private Placement Shares/Private Placement overseas or domestic Bonds, the Board is authorized to apply for approval from the Taiwan Stock Exchange ("TWSE") acknowledging that the Private Placement Shares /new common shares to be issued upon conversion of Private Placement overseas or domestic Bonds meet the requirements for TWSE listing before the Company submitting application with the Financial Supervisory Commission for retroactive handling of public issuance of such shares and submitting application with TWSE for listing such shares on TWSE.
- e. Supplementary Note for Issuance of Overseas or Domestic Corporate Bonds in Private Placement
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."

D. Issuance of overseas or domestic Corporate Bonds :

Basis and reasonableness for determination of the subscription price of the Shares:

- a. The overseas or domestic Corporate Bonds will be issued in registered form in denomination of US\$10,000 or multiples thereof or NT\$100,000 or multiples thereof and the issue price shall be no less than 85% of the theoretical price.
- b. It is proposed for the Shareholders Meeting to authorize the Board to determine and amend, at the Board's sole discretion, the terms and condition of the Corporate Bonds, the conversion methods, the plan for the use of proceeds, the schedule and projected benefits and all matters in connection therewith, in accordance with the Company's actual needs, market conditions and relevant regulations.

(3) Use of proceeds, the schedule and the projected benefits:

The Company plans to use the funds raised from the DR Offering and/or issuance of the new common shares in public offering and/or at one time or several times (no more than 3 times) issuance of the Private Placement Shares and/or Private Placement overseas or domestic Bonds and/or overseas or domestic Bonds to invest in the equipment of assembly and testing technology products, and the research & development of technologies, enrich working capital, provide the flexibility to engage in a IC backend technology cooperation or alliance with major companies, strengthen financial structure and/or support the Company's needs of funding for long- term development and plans to use such funds within three years after completing the fund raising and it is expected that use of such funds will strengthen the Company's competition and improve operational efficiency.

(4) The new common shares to be issued to sponsor the DR Offering, the new common shares

to be issued in public offering, Private Placement Shares and the new common shares to be issued upon conversion of overseas and domestic CB in Private Placement will be issued in the dematerialized form. Except that the Private Placement Shares and the new common shares to be issued upon conversion of Private Placement CB are subject to the selling restrictions within three years after the delivery date of the Private Placement Shares/Private Placement CB under Article 43-8 of the Securities and Exchange Act, the new common shares to be issued to sponsor the DR Offering, the new common shares to be issued in public offering, the Private Placement Shares and the new common shares to be issued upon conversion of CB will have the same rights and obligations as the Company's existing issued and outstanding common shares.

- (5) The reason for the situation where the issue price of the new common shares to be issued to sponsor the DR Offering, the new common shares to be issued in public offering, Private Placement Shares and the conversion price for the issuance of overseas and domestic CB in Private Placement is set as a price less than the par value due to change of the market change and the reason for the Company not adopt other fund raising method and the reasonableness for such determination:

This is mainly based on considerations of the sound operation of the Company and the security of its financial structure and issuing equity related securities for fund raising is more appropriate than pure debt financing. If the Company decides to use the fund raising methods, such as issuing new shares for cash to sponsor the DR Offering, issuing new shares for cash in public offering, and issuing Private Placement Shares, etc. the Company would not incur any interest of the debt in such case not only the Company's financial risk could be reduced, the Company's financial structure could be improved and the flexibility of the Company's treasury management would also be increased. For issuance of overseas and domestic CB in Private Placement, if investor converts CB into the common shares, would improve the Company's financial structure and benefit the Company's long term development. It should then be reasonable for the Company to issue the equity related securities. If the issue price and the conversion price is less than the par value, such would be expected to cause decrease of the Company's capital surplus and retained earnings in which case the Company will, depending on the actual operating conditions in the future, make up for the losses. As the issue price and the conversion price will be determined in accordance with the relevant regulations, thus, after realization of the benefits of the capital increase, the Company's financial structure will be effectively improved which would be favorable to the Company's long-term development and would not have adverse impact on the rights and benefits of the shareholders.

- (6) After the shareholders meeting approves issuance of new common shares to sponsor the DR Offering, new common shares in public offering, the Private Placement Shares, issuance of overseas and domestic CB and issuance of overseas and domestic CB in Private Placement, it is proposed for the shareholders meeting to authorize the Board to determine and amend, at the Board's sole discretion, the terms and condition of the new common shares to be issued for the DR Offering and/or in public offering and/or terms and

condition of the Private Placement Shares and/or Offering Plan of the Private Placement overseas or domestic Bonds and/or issuance of overseas or domestic bonds, the plan for the use of proceeds, the schedule and projected benefits and all matters in connection therewith, in accordance with the Company's actual needs, market conditions and relevant regulations and if any amendment thereto is required due to any change of the regulations or as requested by the regulator's order or based on the Company's operation evaluation or change of the market conditions, the Board is authorized to make the required amendments at the Board's sole discretion.

- (7) To complete the fund raising, the Chairman or the Chairman's designee is authorized, on behalf of the Company, to handle all matters relating to, and sign all agreements and documents in connection with, issuance of the new common shares to sponsor the DR Offering, issuance of new common shares in public offering, issuance of the Private Placement Shares, issuance of overseas and domestic CB and issuance of overseas and domestic CB in Private Placement.
- (8) The Board is authorized to handle all matters at the Board's sole discretion which are not addressed herein in accordance with the applicable laws and regulations.
- (9) 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>), and click "Basic Information/Electronic Books/Information Related to Annual Report and Stockholders' Meeting".

Sincerely,

Board of Directors
Greatek Electronics Inc.