

## Notice of Meeting

- I. The 2023 Shareholders' Meeting will be held on Thursday, May 24, 2023 at 9:00 a.m. (Registration time for shareholders will be 30 minutes prior to the meeting) at No. 1, Industrial East Road 2, Hsinchu Science Park (Darwin Hall, 2nd Floor, Science and Technology Living Hall ), with the following main content: (I) Report: 1. The Company's 2022 Business Report. 2. Report on the Audit Committee's review of the Company's 2022 business and accounting reports. 3. Report on the Company's distribution of employees and directors' profit sharing remuneration for 2022. 4. Report on the 2022 profit and distribution of cash from capital surplus. 5. Report on the endorsement and guarantee of the Company and its subsidiaries for the year ended December 31, 2022. 6. Report on the Company's 1st and 2nd series secured corporate bonds. 7 Report on the status of the issue of common shares by private placement approved by the 1st extraordinary general meeting in 2022. (II) Adoption: 1. The Company's 2022 business report and financial statements. 2: Present the Company's 2022 profit distribution for ratification. (III) Discussion: 1. It is proposed to issue common shares by private placement. 2 Present amendments to provisions of the Company's Article of Incorporation for deliberation. (IV) Election: 1. Re-election of directors. (V) Other motions: 1. Lift the restrictions on the non-compete clause of new directors and their representatives. (VI) Extempore motions
- II. Proposed distribution by the Board of Directors: \$2.3 per share for cash dividends from earnings; \$0.2 per share for cash distribution from capital surplus.
- III. The proposal to issue common shares by private placement is hereby submitted for resolution. Detail please see the attachment
- IV. This year will be elected 7 seats of directors (including 3 independent directors) at the general meeting. The election of directors is based on the candidate nomination system List of director (including independent director) : Sean Chen 、Lidon Chen 、Chao-Yi Wu 、Youe Chung Capital Corporation Representative: Ming-Chung Chang 、Wei-Chen Wang 、Huan-Kuei Cheng 、Hui-Fen Chan . The candidates information about her academic qualification and experience, please visit the Market Observation Post System (URL: <https://mops.twse.com.tw/mops/web/t146sb10>).
- V. If the causes and subjects of the shareholders' meeting are under Article 172 of the Company Act, please go to the Market Observation Post System (<https://mops.twse.com.tw>) and click "Annual Report and Shareholders' Meeting Related Information" in the "eBook" under "Basic Information", enter the company code / or abbreviation and year, and click "Supplementary Information for the Meeting" or "Reference Information for the Shareholders' Meeting". Click on "Meeting Handbook and Supplementary Information for Meetings" or "Reference Information for Shareholders' Meeting".
- VI. In accordance with Article 165 of the Company Act, the stock transfer was suspended from March 26, 2023 to May 24, 2023.
- VII. In addition to the announcement on the Market Observation Post System, a shareholder attendance card and a proxy form were issued to shareholders to attend the meeting. If you are

attending the meeting in person, please fill out the attendance card of the 3rd copy (no need to send it back) and bring it to the meeting location on the day of the meeting. If you appoint a proxy to attend the meeting, please fill out the proxy form of the 4th copy and send it to the stock affairs agency department of Grand Fortune Securities, the Company's shareholder services provider, 5 days before the meeting. After the department has stamped the attendance card with the registration seal, it will be sent to you or your proxy. If you or your proxy has not received the attendance card by the day before the meeting, please bring your ID card and seal to the meeting location on the day of the meeting to attend the meeting.

- VIII. If there is a proxy solicitor for the shareholders' meeting, the Company intends to submit the written information of the proxy solicitation to the Securities and Futures Institute of the R.O.C. (URL: <https://www.sfi.org.tw>) by April 21, 2023, in accordance with the regulations. After accessing the website, investors should enter the stock code/company in the "Free Inquiry System for Proxy Forms".
- IX. At the shareholders' meeting, you can exercise your voting rights electronically during the period from April 22, 2023 to May 21, 2023. Please visit the "Stockvote Platform" website of Taiwan Depository & Clearing Corporation and follow the relevant instructions to vote [URL: <https://www.stockvote.com.tw>].
- X. The verification institution of proxy forms for the shareholders' meeting is the Stock Affairs Agency Department of Grand Fortune Securities.
- XI. Please follow the instructions.

Yours sincerely

The Board of Directors of Taiwan Mask Corporation,

**【Attachment】**

The proposal to issue common shares by private placement is hereby submitted for resolution.

Detail described as follows :

(I) In order to raise working capital, expand the factory and purchase machinery and equipment to increase the scale of operations and repay borrowings to establish a robust financial structure to meet the needs of the Company's long-term development, the Company intends to increase capital in cash by private placement of new shares in accordance with Article 43-6 of the Securities and Exchange Act. It is estimated that the private placement of commons stock will not exceed 75,000 thousand shares, with a par value of NT\$10 per share. It is proposed to have the shareholder meeting authorize the board to issue shares in one to three installments within one year from the date of the resolution of the shareholders' meeting and to determine the number of shares to be issued each time, depending on the market condition and the Company's financial position.

(II) In accordance with Article 43-6 of the Securities and Exchange Act, the matters that should be explained for private placement are as follows:

(1) The basis and reasonableness for the pricing of the private placement:

A. The price of common shares in this private placement shall not be lower than 80% of the higher of the price calculated using any one of the following two bases before the pricing date.

a. The simple arithmetic mean of the closing prices of the common shares for either 1, 3, or 5 business days before the pricing date, after adjustment for any stock dividends, cash dividends or capital reduction.

b. The simple arithmetic mean of the closing prices of the common shares for 30 business days before the pricing date, after adjustment for any stock dividends, cash dividends or capital reduction.

B. The actual issue price, within the range of not less than the percentage resolved by the shareholders' meeting, is authorized to be determined by the Board, depending on the negotiations with specific parties and market condition in the future. The aforementioned pricing of private placement complies with the provisions of the Directions for Public Companies Conducting Private Placements of Securities, so it is considered reasonable.

(2) Selection method, purpose, necessity and expected benefits of specific persons:

The placees of this private placement are limited to specific persons who meet the provisions of Article 43-6 of the Securities and Exchange Act. Potential candidates include banks, bills finance enterprises, trust enterprises, insurance enterprises, securities enterprises, or other juristic persons or institutions approved by the competent authority; natural persons, juristic persons or funds and strategic investors meeting the conditions prescribed by the competent authority; and those who are have knowledge of the operations or industry development and will directly or indirectly benefit the Company's future operations. We have not contacted any placees.

The selection of placees is necessary in response to the Company's operation and development. It is proposed to have placees who can directly or indirectly assist the Company's finance, business, production, technology, procurement, management, strategy, industry integration, sustainable development, etc., to strengthen the Company's competitive advantages and improve operational

efficiency and long-term development, which will have a positive effect on shareholder equity. It is proposed to authorize the board to review the relevant qualifications of placees.

(3) Necessary reasons for private placement:

Private placement can be quick and easy in achieving the goal of drawing strategic investors, and there are restrictions on the transfer of private placement stocks, which can ensure a long-term collaborative relationship between the Company and strategic investors. Authorizing the board to conduct private placement in response to the actual needs of the Company can also effectively improve the liquidity and flexibility of the Company's financing.

(4) Use of funds and expected benefits:

Depending on the market condition and the situation of the specific persons, we will organize one to multiple rounds (no more than 3) of private placement within one year after the date of approval by the shareholder meeting resolution. The purpose of each private placement is to raise operating capital, expand the factory and purchase machinery and equipment to increase the scale of operations, repay borrowings to build a robust financial structure to meet the needs of the Company's long-term development. After each round of private placement and the use of funds are completed, it is expected that the Company's competitiveness and operational efficiency can be improved, which will promote the Company's stable growth and be beneficial to shareholders' equity.

(III) The rights and obligations of the common shares of the private placement are the same as those of the Company's issued common shares; however, according to Article 43-8 of the Securities and Exchange Act, the shares of private placement shall be restricted from transfer within three years from the delivery date. After three years from the date of delivery of the private placement, the Company intends to obtain a letter of consent from the Taiwan Stock Exchange to approve the listing and trading in accordance with the relevant laws and regulations before reporting to the Financial Supervisory Commission to complete the public offering procedures and apply for listing and trading.

(IV) For this private placement of common shares, it is proposed to request the shareholders' meeting to authorize the chairman or his designated person to sign and negotiate all contracts and documents related to the private placement on behalf of the Company and handle all matters related to the private placement for the Company.

(V) The number of shares, issue price, terms and conditions, planning items and other outstanding matters related to the private placement of common shares are proposed to the shareholders' meeting to authorize the Board of Directors to determine, depending on the market condition and the needs of the Company's operations. In the event that the regulations of the competent authorities or objective circumstances require future changes, the Board of Directors shall also be authorized to handle this by following the relevant regulations.

(VI) Any significant change in the management rights 1 within one year before the 'Board's resolution for the private placement of securities to one year from the delivery date of the private placement of securities: None.

(VII) Any objections or reservations from independent directors? None.

(VIII) For information about the private placement of securities, please refer to the “Private Placement Section” on the Market Observation Post System (Link: <https://mops.twse.com.tw/mops/web/t116sb01>)