



Spirox Corporation

2024 Annual General Shareholders' Meeting Notice

(This document is prepared in accordance with the Chinese version and is for reference only. In the event of any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.)

Dear Shareholders,

1. 2024 Annual General Shareholders' Meeting (the "Meeting") of Spirox Corporation (the "Company") will be convened at 9th Floor, No. 95, Shuiyuan Street, Hsinchu City (9th Floor venue of the Company) at 9:00 a.m. on Wednesday, June 19, 2024. The shareholder registration will start at 8:00 a.m. at the venue of the Meeting.

Meeting agenda:

1. Reported Matters

- (1) 2023 Business Report.
- (2) Audit Committee's 2023 Review Report.
- (3) Report on 2023 Employees' Compensation and Remuneration to Directors.
- (4) Report on 2023 Directors' Compensation.
- (5) Report on Cash Dividends from 2023 Profits.
- (6) Report on Implementation of 2023 2nd and 2024 1st Share Buyback Program.
- (7) Report on Amendment to "Rules of Procedures for Board of Directors Meetings".
- (8) Report on Amendment to 2023 1st, 2nd and 2024 1st Regulations Governing Transferring Repurchased Shares to Employees.

2. Acknowledged Matters

- (1) Adoption of 2023 Business Report and Financial Statements.
- (2) Adoption of the Proposal for Distribution of 2023 Profits.

3. Matters for Discussion

- (1) Proposal for Cash Distribution from Capital Reserve.
- (2) Amendment to "Articles of Incorporation".
- (3) The Company Intends to Conduct a Cash Capital Increase in Private Placement of Common Shares.
- (4) Amendment to "Procedures for Engage in Derivatives Trading".

4. Election Matters: Comprehensive re-election of directors of the company.

5. Other Proposals: Lifting the non-competition of the company's newly elected directors.

6. Extraordinary Motions

2. **Please refer to page 4 for the detail of “The Company Intends to Conduct a Cash Capital Increase in Private Placement of Common Shares”.**
3. Where the subject of the Meeting to be convened includes any contents that shall be explained in accordance with Article 172 of the “Company Act”, please visit the English website of the Market Observation Post System (<https://emops.twse.com.tw/>) and go to Electronic Books > Shareholders' meetings to search for more details.
4. This shareholders' meeting will elect 7 directors (including 3 independent directors). The directors list of candidates using the candidate nomination system is as follows: Chin Chia-Chi, Chen Yu-Liang, representative of Jun Yle Investment Co., Ltd; Lin Pei-Pei, representative of Hsi-Wei Investment Co., Ltd. ; Yeh Pei-Cheng; the independent directors list if as follows: Wu Chia-Jung, Wu I-Ying, Chen Shu-Tzu. If investors want to inquire about candidates' academic experience and other relevant information, please enter the inquiry information in the "Announcement Inquiry" of the Public Information Observation Station (website: <https://mops.twse.com.tw>).
5. The major item of the proposal for cash distribution of 2023: Total amount of cash dividend is NTD 113,940,917, including cash dividend of NTD 68,364,550 from profits at NTD 0.6 per share and cash distribution of NTD 45,576,367 from capital reserve at NTD 0.4 per share, which the amount less than NTD 1 will be rounded down.
6. The stock transfer is ceased from April 21, 2024 to June 19, 2024 in accordance with Article 165 of the Company Act.
7. Enclosed find 1 Attendance Card and 1 Proxy Form. For shareholders who decide to attend in person, please **sign or affix your seal to the Attendance Card** and bring it to the venue on the day of the Meeting for registration without sending it back to the Company in advance. For shareholders attending by proxy, please **sign or affix your seal to the Proxy Form, fill in the proxy's name and address yourself**, and deliver the form to the Company's stock transfer agent (Capital Securities Corporation Registrar Agency Department) at least five days prior to the Meeting date to facilitate dispatching attendance card to the engaged proxy.
8. Should any shareholder solicit a proxy, the Company shall compile a summary statement of the solicitor and solicitation information for disclosure on the website of Securities & Futures Institute (SFI) no later than May 17, 2024. Shareholders may visit SFI's website at <https://free.sfi.org.tw> and go to “Free Proxy Inquiry System” to search for proxy details for free.
9. Capital Securities Corporation Registrar Agency Department is the proxy tallying and verification institution for the Meeting.

10. Shareholders may exercise the voting rights through electronic votes at the STOCKVOTE platform of Taiwan Depository & Clearing Corporation (<http://www.stockvote.comm.tw>) during the period from May 18, 2024 to June 16, 2024.

Sincerely,

Spirox Corporation Board of Directors

The detail of “The Company Intends to Conduct a Cash Capital Increase in Private Placement of Common Shares”

Explanation:

1. In order to respond to the market strategy of long-term development and the need to maintain key talents in order to strengthen the company's competitiveness, the company plans to conduct a cash capital increase in private placement of ordinary shares within the limit of no more than 11,000 shares in accordance with Article 43-6 of the Securities and Exchange Act. It will be handled from 1 to 3 times within one year from the date of resolution of the shareholders' meeting on this private placement case.
2. Principles and explanations for using private placement to increase cash capital of common stock.
 - (1) Necessary reasons for conducting private placement:
 - (1.1) Reason for conducting non-public offering:

In response to the development trend of the industry, the company plans to introduce strategic partners and maintain key talents to ensure the company's long-term operational development. Since the private placement method has the quick and easy timeliness of raising funds and the restrictions on the transfer of private placement securities, it is better to ensure compliance with To form a medium- to long-term strategic partnership to enhance the company's industrial competitiveness, we use private equity to raise funds.
 - (1.2) Amount limit of the private placement::

The total amount shall not exceed 11,000,000 ordinary shares,
 - (1.3) Usage of funds for private placement and expected benefits:
 - (a) Usage of funds for private placement:

Each investment is used to invest in the development of its own products or invest in the upstream and downstream industrial chains of its own products; it also introduces strategic partners and maintains key talents to ensure the company's long-term operational development, thereby enhancing the company's industrial competitiveness.
 - (b) Expected benefits:

Each time is in response to the company's future development, strategic cooperation, strengthening the company's operations and financial structure, and enhancing overall competitiveness.
 - (2) Pricing basis of private placement and its reasonableness:
 - (2-1) The reference price shall be the higher of the following two calculations:
 - (a) The simple average closing price of the common shares for either 1, 3, or 5 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.

(b)The simple average closing price of the common shares for the 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.

(2-2)Private placement pricing ratio:

The par value per share of this private placement may not be lower than 80% of the reference price..The board of directors is authorized by the shareholders' meeting to determine the actual determination date of the price and private placement price within the percentage scope resolved at the shareholders' meeting, depending on the specified places and capital market conditions in the future.

(2-3)Reasons and rationality if the private placement price is lower than the face value of the stock:N/A

(2-4)The impact on shareholders' equity if the private placement price is lower than the par value of the shares:N/A

(3) The manner and purpose of a specific person's choice:

Specific persons who meet the requirements of Article 43-6 of the Securities and Exchange Act and the Financial Supervisory Commission's Order No. 1120383220 dated September 12, 2023; as of now, no applicant has been determined.

(3-1)If the applicant is an insider or related person of the company:

Mainly focusing on directors, managers and directors and managers of subsidiaries who are familiar with the company's operations, they can be encouraged to provide technology, knowledge, brands, channels and experience inheritance, etc. to help the company improve efficiency, and through private placement of cash capital increase, the company's operating rights can be further consolidated. If the applicants are insiders or related parties of the company, the possible list is as follows:

Name	Relationship with the company
Paul Yang	The Company's insider (President)
I-Jan Chen	The Company's insider (Technical Chief), Chairman of subsidiary Southport Corporation
Jay Wang	President of subsidiary Southport Corporation
Paz Lee	Technical director of subsidiary Southport Corporation

(3-2)If the applicant is a strategic investor, the necessity and expected benefits are:

In response to the company's long-term development needs in the future, through the introduction of strategic investors, we can jointly develop and expand business, improve operating performance, and strengthen the company's financial structure and company competitiveness.

(3-3)This private equity case is based on the premise that it will not affect the company's management rights.

(4) Rights and obligations of these new shares privately placed:

In principle, the rights and obligations of the ordinary shares in this private placement are the same as those of the company's issued ordinary shares. However, according to the provisions of the Securities and Exchange Act, the ordinary shares in this private placement may not be sold within three years from the date of delivery, except to the transfer objects specified in Article 43-8 of the Securities and Exchange Act. Three years after the delivery date, the company authorizes the board of directors to decide whether to make supplementary reports for public issuance and listing transactions in accordance with relevant regulations based on the prevailing conditions.

- (5) The important contents of this private placement common stock case, such as the issuance price (except the private placement pricing ratio), issuance conditions, issuance method, scheduled fund utilization progress, expected benefits and other unfinished matters, et cetera, shall not violate the provisions of this proposal. Within the principles and scope, it is proposed that the shareholders' meeting authorize the board of directors to adjust, formulate and implement the regulations based on market conditions; if changes become necessary in the future due to changes in laws, amendments by competent authorities or changes in market conditions, it is also proposed and requested that the shareholders' meeting authorize the board of directors to authorize the board of directors. In accordance with relevant regulations, it has full authority to handle and authorize the chairman to sign all contracts and documents related to the issuance of ordinary shares through private placement on behalf of the company.
3. This private placement of ordinary shares requires explanations in accordance with Article 43-6 of the Securities and Exchange Act. Please go to the Public Information Observatory (the website is <https://mops.twse.com.tw/>) and click on the "Investment Zone" Enter the "Private Equity Information Inquiry" under the "Private Equity Area" or go to the company's website (the URL is <http://www.spirox.com.tw/>).