



**Meeting Notice  
for  
Annual Shareholders' Meeting  
(Summary Translation)**

1. NETRONIX, INC. hereby announces to convene the Annual Shareholders' Meeting at NETRONIX's Headquarters at B1F (located at B1F, No. 945, Boai St, Jubei City, Hsinchu). The shareholders' meeting of the company commences at 9:00 a.m., Friday, June 13, 2025, and the company starts to deal with registered matters at 8:30 a.m.

The agenda for the Meeting is as follows :

- I. Reported matters
    - (1) To report the business of 2024
    - (2) Audit Committee's Review Report of 2024
    - (3) To report the distribution of employees' and directors' remuneration of 2024
    - (4) To report the cash dividend distribution of 2024
    - (5) To report the implementation of the 8th treasury shares cancellation
  - II. Acknowledged matters
    - (1) To adopt 2024 Business Report and Financial Statements
    - (2) To adopt the proposal for distribution of 2024 earnings
  - III. Matters for Discussion
    - (1) To amend the Articles of Incorporation
    - (2) To issue common shares for cash capital increase through private placement
    - (3) To release non-competition restriction on Directors and representatives
  - IV. Extemporaneous Motions
  - V. Meeting Adjourned
2. Resolutions for 2024 earnings distribution: Cash dividends: NT\$602,412,279 / NT\$7.0 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. In accordance with the provisions of Article 209 of the Company Act it is proposed that this shareholders' meeting agree to release non-competition restriction on Directors and representatives. For details on non-competition of directors, please refer to Annual Shareholder's Meeting Handbook.
  5. 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



said meeting, please 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 at B1F., No. 67, Sec. 2, Dunhua S. Rd., Da'an Dist., Taipei City (Zip Code 106045), so that the Company can send out the meeting attendance admission (or attendance signature card) to you.

6. Letter of proxy of the company will be verified by registrar of Yuanta Securities Co., Ltd.
7. If a proxy is solicited by the shareholder(s), the Company is required to compile details on the proxy solicitation parties and disclose such information on the Securities and Futures Institute (SFI) website at (<http://free.sfi.org.tw>) no later than May 13, 2025. Shareholder(s) can obtain information on the "Free proxy disclosure & related information system".
8. 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.
9. Shareholders may exercise their voting rights through STOCKVOTE platform of Taiwan Depository & Clearing Corporation (<https://stockservices.tdcc.com.tw>) during the period from May 14, 2025 to June 10, 2025.

Board of Directors  
NETRONIX, INC.

## **Attachment**

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

1. In order to cooperate with long-term operational development with introducing strategic partners, enriches working capital, strengthens the financial structure, and considers the cost of raising funds and the timeliness and convenience, the company plans to comply with the provisions of Article 43-6 of the Securities and Exchange Act, to issue common shares for cash capital increase through private placement at the appropriate time.
2. Private placement amount and number of shares: it is estimated that the total number of private placement common shares will not exceed 10,000,000 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.
3. The basis and rationality for the privately placed common stock pricing:
  - (1) The price of each private placement shall be no less than 60% 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.
  - (2) 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.
  - (3) The company has entrusted an independent expert to provide an opinion on the basis and reasonableness of the private placement pricing, please refer to Annual Shareholder's Meeting Handbook.
  - (4) 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.

4. Specific person selection method, the purpose, necessity and expected benefits of applicant selection:

- (1) The method of applicant selection: The targets of this issuance of common shares are limited to strategic investor 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, the company has not yet decided on a specific placee, and the selection of the actual placee will be submitted to the shareholders' meeting to authorize the board of directors to decide in accordance with the above mentioned laws.
- (2) 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.

5. Necessary reasons for conducting private placement

- (1) 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.
- (2) Private placement quota: within the quota of no more than 10,000,000 common 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 specific persons.
- (3) Manage the use of funds from the private placement and expected benefits for each time: The

funds raised each round will be used to enrich working capital, meet the company's long-term operational development needs and repayment of bank loans. The funds raised in each round are 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.

Number of times	Manage the use of funds for each time	expected benefits for each time
up to two batches	The funds raised each round will be used to enrich working capital, meet the company's long-term operational development needs and repayment of bank loans	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.

6.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 apply to the relevant regulatory authorities for the supplementary process of public offering and OTC (or listing) trading in accordance with relevant regulations

7.Objections or qualified opinions from independent Board of Directors: None

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

9.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 shares, including the actual number of private placement shares, the actual private placement price, and the selection of placee, 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.



10. 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.
11. The company's private placement proposal, in accordance with the provisions of Article 43-6 of the Securities and Exchange Act, should include the following matters:
- (1) Please refer to the Market Observation Post System (URL: <https://mops.twse.com.tw>): After entering the website, investors should click on "Topic Area" / "Investment Zone" / "Private Placement Zone," then enter the market type (OTC) and company code (6143) to perform the search.
  - (2) Please refer to the company's website (URL: <http://www.netronixinc.com>): After entering the website, investors should click on "Investor Relations" / "Shareholder Services" / "Private Placement Data" for inquiry.