

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

The 2021 Annual Shareholders' Meeting (the "Meeting") of ACTER GROUP CORPORATION LIMITED (the "Company") will be convened at 9:00 a.m., Friday, May 28, 2021 at SWEETEN PLAZA's international hall, (B2F, No.201, Sec. 2, Wenxin Rd., Xitun Dist., Taichung City 407, Taiwan (R.O.C.))

1. The agenda for the Meeting is as follows:

## I. Report Items

- (1) To report the distribution of 2020 employee and director compensation.
- (2) 2020 Business Report.
- (3) Audit Committee's Review Report of 2020 Financial Statements.
- (4) The distribution of 2020 Profits.
- (5) To report the reason, amount, and other related matters of the issuance of the 1st domestic unsecured convertible bond.
- (6) To report the amendment of "Ethical Corporate Management Operating Procedures and Conduct Guide," "Code of Ethics," and "Rules of Procedure for Board of Directors Meeting."
- (7) To report the commitments undertaken by the company and subsidiary due to listing of subsidiary Acter Technology Integration Group Co., Ltd in China.

## II. Proposals

- (1) Adoption of the 2020 Business Report and Financial Statements.
- (2) Adoption of the Proposal for Distribution of 2020 Profits.

## III. Discussion

- (1) Discussion on the proposal to amend "Rules of Procedure for Shareholder Meetings."
- (2) Discussion on the proposal to amend "Procedures for Election of Directors."

## IV. Elections

- (1) To elect 7 members of the 12th Board of Directors. (Including 4 independent directors)

## V. Other Matters

- (1) To release the directors from non-competition restrictions.

2. The major items of the proposal for distribution of 2020 profits approved by the board of directors meeting are as follows:

Cash dividends to common shareholders: Totaling NT\$686,240,904. Each common shareholder will receive a cash dividend of NT\$12 per share (based on the total outstanding shares record on

Mar. 30, 2021). The ex-dividend date will be decided by the Board of Directors.

3. If the proposal of this meeting contains matters that should explain the main content in accordance with Article 172 of the Company Act, the company will disclose it at Market Observation Post System (MOPS).
4. Shareholders can exercise of their voting rights through the Stockvote platform of Taiwan Depository & Clearing Corporation (<https://www.stockvote.com.tw>) during April 28 2021 to May 25, 2021.

Please noted that

1. During COVID-19 epidemic period, shareholders are encouraged to use the electronic voting through Stockvote platform to exercise their voting rights. If shareholders want to attend in person, please wear a mask all the time and temperature check is required before entering the venue. If shareholder's forehead temperature is above 37.5°C or ear temperature is above 38°C, please go home to rest or seek medical care quickly.
2. If a change in meeting venue is deemed necessary due to epidemic prevention reasons, we will make the related public announcements on Market Observation Post System (MOPS).

## **Board of Directors**

## **ACTER GROUP CORPORATION LIMITED**