Mobiletron Electronics Co., LTD.

Procedure for the 2024 Annual Shareholders' Meeting

I. Call the Meeting to Order

II. Chairperson Remarks

III. Reported Matters

IV. Acknowledged Matters

V. Matters for Discussion

VI. Extraordinary Motions

VII. Adjournment

Mobiletron Electronics Co., LTD.

2024 Annual Shareholders’ Meeting Agenda

Convening Method: Physical Shareholders' Meeting

Time: June 18, 2024 (Tuesday) at 9:30 a.m.

Venue: No. 85, Sec. 4, Zhongqing Rd., Daya Dist., Taichung City

Meeting Procedure:

I. Call the Meeting to Order (Declare the number of shares of attendance)

II. Chairperson Remarks

III. Reported Matters:

- (I) The Company's 2023 business report and 2024 business outlook report.
- (II) The Audit Committee’s review on the 2023 financial statements.
- (III) The Company and subsidiaries’ endorsement and guarantee and the report on their necessity and rationality.
- (IV) Report on acquisition of right-of-use assets from related parties.
- (V) Report on acquisition of securities from RAC.

IV. Acknowledged Matters:

- (I) Ratification of 2023 business report and financial statements.
- (II) Acknowledgment of 2023 loss appropriation.

V. Matters for Discussion:

- (I) Amendment to the “Regulations Governing the Acquisition and Disposal of Assets” of the Company.
- (II) Amendments to the “Management of Loans to Others”.

VI. Extraordinary Motions

VII. Adjournment

Reported Matters

Item 1

Proposal: Review of the Company's 2023 business report and 2024 business outlook report.

Description: Please refer to Annex 1 (page 9) for the Company's 2023 business report and 2024 business outlook report.

Item 2

Proposal: Review of the Audit Committee’s review on the 2023 financial statements.

Description: Please refer to Annex 2 (page 16) for the audit statement of the Audit Committee.

Item 3

Proposal: Review of the Company and subsidiaries’ endorsement and guarantee and the report on their necessity and rationality.

Description: In accordance with the amended provisions of the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies" issued by the FSC on March 19, 2010, if the aggregate amount of endorsements/guarantees that is set as the ceiling for the public company and its subsidiaries as a whole reaches 50% or more of the net worth of the public company, an explanation of the necessity and reasonableness thereof shall be given at the shareholders’ meeting; as of the end of December 2023, the Company's and its subsidiaries' endorsements/guarantees in total amounted to 61% of the Company's net worth, as described below:

I. Necessity:

The Company is currently focusing on the electric vehicle business and is actively exploring markets by investing in its core businesses in Taiwan and overseas in an effort to make a better contribution to the Company's future growth.

The Company or its subsidiaries with an existing credit base will endorse this investment to enable it to obtain favorable financing terms from financial institutions, reduce financing costs and enhance its competitiveness, which is necessary for the Company's overall long-term operations.

II. Reasonableness:

(I) As of December 31, 2023, the Company and its subsidiaries had endorsements and guarantees amounting to NT$1.51 billion, of which 96% were for domestic reinvestment companies and 4% were for overseas reinvestment companies, with the total amount of endorsements and guarantees amounting to 61% of the Company's net worth.

(II) The reinvested company is also an important driving force for the company's future growth in response to the rapid growth of the electric vehicle market demand and expansion of production capacity. Therefore, the Company is actively planning to have the Company or its subsidiaries to assist in endorsing and guaranteeing the investment, so that the reinvestment company can smoothly utilize the financial resources and cultivate the core of the industry, and create a higher return on investment for all shareholders of the Company.

Item 4

Proposal: Review of the report on the acquisition of right-of-use assets from related parties.

Description: On March 12, 2024, the Company obtained real estate right-of-use assets from related parties through the board of directors, totaling NT$4,475,613. The transaction costs were evaluated in accordance with Article 16 of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" and reviewed by CPAs with a specific opinion rendered: there are no circumstances listed in Article 18, Paragraph 1 of such Regulations; and the transaction was handled based on the price approved by the board of directors.

Item 5

Proposal: Review of the report on the acquisition of securities from RAC.

Description: The Company obtained securities from RAC through the board of directors on February 1, 2024. The actual transaction amount was NT$666,602,892. According to the CPAs' evaluation, it was reasonable to participate in the cash capital increase of NT$36 per share, and it complied with general business conditions and did not harm the interests of Mobiletron Electronics Co., Ltd. and its minority shareholders. The transaction was handled based on the price approved by the board of directors. Please refer to Annex 3 (page 17) for the transaction procedures and information requested.

Acknowledged Matters

Item 1

Proposal: Ratification of 2023 business report and financial statements. (Proposed by the Board of Directors)

Description:

I. The Company has prepared its individual financial statements and consolidated financial statements for 2023, which have been audited by CPAs Liu, Mei-Lan and Wang, Yu-Chuan from PwC. The CPAs issued an unqualified due diligence report thereon.

II. The following statements have been prepared in accordance with Article 228 of the Company Act:

(1) Please refer to Annex 1 (page 9) for the business report.

(2) Please refer to Annex 4 (page 19) for the individual financial statements and consolidated financial statements for 2023 and the independent auditor's report.

III. The aforementioned financial statements have been audited by the Audit Committee, and a due diligence report has been issued.

Resolution:

Item 2

Proposal: Acknowledgment of 2023 loss appropriation. (Proposed by the Board of Directors)

Description:

I. The Company's net loss after taxes for the fiscal year 2023 was NT$129,448,414. In accordance with Article 26 of the Articles of Incorporation, the Company intends to distribute it in the following manners:

   (1) Reversal of special reserve in accordance with laws of NT$2,542,133.

   (2) Cash dividends: Proposed non distribution.

II. Please refer to Annex 5 (page 48) for the table of loss appropriation.

Resolution:

Matters for Discussion

Item 1

Proposal: Amendment to the “Procedures Governing the Acquisition or Disposal of Assets” of the Company. (Proposed by the Board of Directors)

Description:

In accordance with the Company's actual operational requirements, the provisions related to "Procedures Governing the Acquisition and Disposal of Assets" are amended as shown in Annex 6 (page 49).

Resolution:

Item 2

Proposal: Amendments to the “Management of Loans to Others”. (Proposed by the Board of Directors)

Description:

In accordance with the Company's actual operational requirements, the provisions related to "Management of Loans to Others" are amended as shown in Annex 7 (page 50).

Resolution:

Extraordinary Motions

Adjournment