



Stock Code: 3147
<http://www.jetwell.com.tw>

Jetwell Computer Co., Ltd.
Meeting Notice of Annual General Shareholders' Meeting
(Summary Translation)

Agenda for 2022 General Shareholders' Meeting of Jetwell Computer Co., Ltd.

Time: 9:00 am. Taiwan time, June 14, 2022 (Tuesday)

Location: Auditorium, 3F, No. 1163, Minzu 1st Rd., Kaohsiung, City

Convening Modality: Hybrid shareholders' meeting, on-site and virtual conference will be proceed in parallel.

Online platform: Please kindly access the zone of Hybrid shareholders' meeting on the STOCKVOTE Platform provided by Taiwan Depository & Clearing Corporation, ([https://www.stockvote.com./](https://www.stockvote.com/))

1. Meeting Agenda

I. Reports

- (I) Report on 2021 business conditions
- (II) Audit Committee's Review Report of 2021
- (III) Report on 2021 profit distributable as employee's compensation and director's compensation
- (IV) Report on the 2021 distribution of cash dividends from earnings
- (V) Discussion on partial revision of the Procedures for the Acquisition and Disposal of Assets.

II. Ratifications

- (I) Ratification of the 2021 financial statements
- (II) Ratification of the 2021 earnings distribution

III. Matters of Discussion

- (I) Discussion on partial Articles of Incorporation of Procedure for Shareholder Meetings
- (II) Discussion on partial revision of the Procedures for the Acquisition and Disposal of Assets.
- (III) Discussion on partial revision of the provisions of Procedure for Shareholder Meetings

IV. Election Matters

- (I) To elect the directors of the 12th term board of directors.

V. Other Proposals

- (II) The case of lifting the non-compete restriction on new directors of the Company.

VI. Extraordinary Motions

VII. Meeting adjourned

2. The major items of the proposal for distribution of 2020 profits adopted are as follows:

Cash dividend of NT\$4.0 per share, totaling NT\$156,024,396.

3. Election of the Company's Directors:

There will be 7 Directors (including 3 independent directors) elected at the Meeting. Related information is as follows: :

I. Candidates of Directors:

- (1) Mr. LI,CHIH-CHUNG.
- (2) Mr. TSENG,CHENG-SUN
- (3)Mr. TU,SHU-CHYUAN
- (4) Mr. SHIEH,MAO-CHUAN

II. Candidates of Independent Directors:

- (5) Mr. CHEN,CHIH-JU
- (6) Mr. YU,YING-YU
- (7) Ms. FANG, LI-NA

Education and experience of the candidates: please refer to the List of Detailed Background of the Nominated Candidates of Director in the meeting handbook.

4. Share transfer suspension period : 2022/04/16~2021/06/14

If any shareholder is interested in their qualifications, please refer to Market observation Post System of Securities and Futures Institute (website: <http://mops.twse.com.tw>).

Shareholders may exercise their voting rights through the STOCKVOTE platform of Taiwan Depository & Clearing Corporation (<http://www.stockvote.com.tw>) during the period from May14, 2022toJune11, 2022.)

5. Relevant matters for convening hybrid shareholders' meetings:

- (1) Hybrid shareholders' meetings will be convened in accordance with Article 172-2 of the Company Act and Chapter II-2 of the Regulations Governing the Administration of Shareholder Services of Public Companies.
- (2) The Company will use the e-Meeting Platform by the Taiwan Depository & Clearing Corporation (TDCC) for this year's shareholders' meeting. Any organization using the e-Meeting Platform are required to be in line with TDCC's operating guidelines, Frequently Asked Questions (FAQ) and instructions, as well as all other relevant documents. Please visit the TDCC website for more information.
(<https://www.tdcc.com.tw/portal/zh/page/show/402897967d841dba017e8eea7fc5009c>)
- (3) Shareholders who choose to attend shareholders' meetings

virtually will be deemed as having attended in person.

- (4) Shareholders, solicitors, or proxy agents who intend to participate virtually should, starting from 2022/05/14, complete sign-ups and registrations on the TDCC Stockvote two days prior to the date of their shareholders' meeting (before 2022/06/11). Participants will check in, watch a live stream of the meeting, text questions, and cast their votes at shareholders' meetings.
- (5) Shareholders, solicitors, or proxy agents who have registered for attending shareholders' meetings virtually but intend to attend physically should withdraw their registration in the same way they have made the registration two days prior to the date of shareholders' meetings. Participants who fail to withdraw their registration by the said deadline can only attend virtually.
- (6) Shareholders who have exercised their voting right via written or electronic means but intend to attend shareholders' meetings virtually should withdraw their declaration of intention in the same way they have exercised their voting right two days prior to the date of shareholders' meetings. If participants fail to withdraw their declaration of intention by the said deadline, only the ballots cast via written or electronic means will count.
- (7) Shareholders who attend shareholders' meetings virtually and do not withdraw their declaration of intent after exercising their voting right via written or electronic means can only exercise their proposing and voting rights regarding extempore motions. They cannot vote on the original meeting proposals and the amendments to the content of the original meeting proposals, or propose to amend the content of the original meeting proposals.
- (8) Shareholders who have appointed proxy agents to attend shareholders' meetings are not allowed to attend themselves, except for relevant provisions stipulated in the Regulations Governing the Administration of Shareholder Services of Public Companies or the Company Act. Shareholders whose Power of Attorney (POA) has arrived at the Company to state that they have appointed proxy agents to attend shareholders' meetings but later intend to attend shareholders' meetings virtually should notify the Company to withdraw their appointment in writing two days prior to the date of shareholders' meetings. If participants fail to withdraw their appointment by the said deadline, only the ballots cast by their proxy agents will count.
- (9) In the event that the e-Meeting Platform fails or shareholders have difficulty attending virtually, before the chairperson announces the commencement of shareholders' meetings or during the meetings, due to force majeure events, companies should check the total shares of shareholders that have attended. If the total shares do not reach the legally required number for resolutions in shareholders' meetings after deducting the shares of shareholders

that attend virtually, then the meetings should be adjourned. The Company will postpone or reconvene their meeting on 2022/06/15 at 09:00 in Meeting of Jetwell Computer Co., Ltd. (Auditorium, 3F, No. 1163, Minzu 1st Rd., Kaohsiung, City, Taiwan). Shareholders who have been listed on the shareholders register by the book closure date are entitled to attend shareholders' meetings. The Company will not resend their meeting notice.

- (10) In the event that the said shareholders' meetings are to be postponed or reconvened, the Company will issue a Significant Announcement onto the Market Observation Post System (MOPS).
- (11) For matters not covered, please refer to the Regulations Governing the Administration of Shareholder Services of Public Companies and related regulations.

**Board of Directors
Jetwell Computer Co., Ltd.**