

KINSUS INTERCONNECT TECHNOLOGY CORP.

Meeting Notice For
2024 Annual Shareholders' Meeting

(Summary Translation)

Subject: 2024 Annual Shareholders' Meeting of KINSUS INTERCONNECT TECHNOLOGY CORP. (the "Meeting") to be convened.

Announcements:

1. Meeting Time: 9:00 a.m., May 30th, 2024.
2. Meeting Venue: KINSUS' Shih-Lei Plant.
(No. 1245, ZhongHua Rd., XinWu Dist., Taoyuan City, Taiwan R.O.C.)
3. Meeting Agenda:

I. Report Items:

- (1) The Company's 2023 Business Report.
- (2) Audit Committee's Review Report on 2023 Financial Statements.
- (3) To report the 2023 employees' and directors' compensation.
- (4) To report the 2023 Earnings Distribution of dividends.

II. Items to be Approved:

- (1) To approve the 2023 Business Report, Parent-company-only Financial Statements and Consolidated Financial Statements.
- (2) To approve the Proposal for 2023 Earnings Distribution.

III. Discussions and Elections:

- (1) The Company issues new restricted employee shares.
- (2) Re-election of all directors
- (3) To release the newly by-elected directors from prohibition of non-compete

IV. Other Questions and Motions

4. Details of the distribution of 2023 earnings which be a resolution by the meeting of Board of Directors is as follows:
 - I . Each common shareholder will be entitled to receive a cash dividend of NT\$1 per share.
 - II . The measurement date will be authorized to decide by the Chairman.
 - III . It is proposed that the Chairman is authorized to adjust the cash to be distributed to each share based on the number of shares outstanding on the measurement date for distribution.
5. The Board of Directors election for the Company's 2024 annual meeting of shareholders requires the selection of 9 seats (6 directors and 3 independent directors) through a candidate nomination system. The following is the list of director candidates:
Directors: Tong, Zi-Xian, Liao, Sih-Jheng, Guo, Ming-Dong, Chen, He-Xu, Chang, Chien-Wei(representative of ASUSPOWER Investment Corp. Ltd.), WU, XIANG-XIANG(representative of ASUSTEK Investment Corp. Ltd.)
Independent directors: Lee, Ming-Yu, Chen, Liang-Ji, He, Chen-Hong
Please refer to MOPS System([https://mops.twse.com.tw/Significant Information and Announcements/Announcement Inquiry/](https://mops.twse.com.tw/Significant%20Information%20and%20Announcements/Announcement%20Inquiry/) Announcement Regarding the Election of Directors and Supervisors Through Candidate Nomination System) for relevant details of the candidate's education, experience, and other related details.
6. For details of the restricted employee shares,issued by the Company please refer to the appendix.
7. For the shareholders' meeting contents is regulated by Company Act Article 172, please refer to handbook and meeting supplementary information in MOPS system (<http://mops.twse.com.tw>.) with importing Stock code and year.
8. In addition to the announcement from MOPS system, the Company will mail the official notice of meeting, and one Power of Attorney in hoping that all shareholders could participate in the Meeting. If joining in person, please send back the “Notice of Attendance” for registration or register in person on the meeting day. If entrusting others to participate in, please read and fill up carefully the notes of Power of Attorney and send back the “Attendance Power of Attorney” to arrive the Stock Transfer Agency Department of KGI Securities Co. LTD. (5F., No.2, Sec. 1, Chongqing S. Rd., Zhongzheng Dist., Taipei City 100, Taiwan R.O.C.) no later than the 5th day before the meeting starts and use the voucher to attend the meeting.
9. Shareholders, solicitors and authorized agents should bring their identity documents for verification when attending the shareholders' meeting.

10. In compliance with the Article 26-2 of Securities and Exchange Act stating that the notice of the shareholders meeting to be given by an issuer to shareholders who own less than 1,000 shares of nominal stocks may be given in the form of a public announcement; for a regular shareholders meeting, such public announcements shall be served with thirty days prior to notice, the Company will provide only such public announcement to the shareholders who own less than 1,000 shares of nominal stocks.
11. Shareholders may exercise their voting rights through STOCKVOTE platform of Taiwan Depository & Clearing Corporation (<http://www.stockvote.com.tw>) during the period from April 30, 2024 to May 27, 2024.
12. Of this Meeting the statistic verification agencies of the Power of Attorney will be KGI Securities Co. Ltd. (Stock Transfer Agency Department).
13. If any situation for the case of seeking the Power of Attorney in public, the Company will submit it to S.F.I. (Website: <http://free.sfi.org.tw>) by April 29, 2024. Please go on the website if requiring any further information. (Stock Code: 3189).
14. No souvenir will be offered in the Meeting.

Note:

1. It is encouraged for shareholders to use STOCKVOTE platform to exercise voting rights.

Appendix

Resolving an Issuance of Restricted Stock Awards (RSA)

Explanatory Notes of Resolving an issuance of restricted stock awards (RSA):

1. The Company would issue restricted stock awards (RSA) for 2024 in accordance with the related regulations from Article 267, Item 9 and 10 of the Company Act and the “Regulations Governing the Offering and Issuance of Securities by Securities Issuers”. (Hereinafter referred to as the “issuance regulation”)
2. The major terms are described below:
 - (1) Issue price: 50% of the closing price of common shares on the date of the board resolution.
 - (2) Total volume to be issued: 2,700,000 shares. may be issued at once or in installments within two years from the date when the approval notification from the competent authority becomes effective. The actual issuance date shall be determined by the chairman of the board authorized by the Board of Directors, based on actual needs.
 - (3) Release conditions:
 - (a) Vesting conditions:
 - I. Indicator A: Employees of Grade Eight or above (inclusive)

According to the regulations for “Issuance Rules of New Restricted Employee Shares for 2024” employees who are granted the restricted employee stock rights and hold positions at Grade Eight or above (inclusive), if they remain employed and have not violated any laws, company service agreements, integrity and confidentiality commitments, company regulations, code of business ethics, or other relevant norms and agreements from the date of granting (i.e., the date of capital increase reference, hereinafter referred to as "reference date") to the following dates, are eligible for the following shareholding ratios upon meeting the conditions:

 - A. 40% upon one month from the grant date
 - B. 30% upon thirteen month from the grant date
 - C. remaining shares upon twenty five month from the grant date.

II. Indicator B: Employees classified as Grade Six to Grade Seven and other outstanding employees.

According to “Issuance Rules of New Restricted Employee Shares for 2024”, if they remain employed from the date of granting (i.e., the date of capital increase reference, hereinafter referred to as "reference date") to the following dates, and have achieved a performance rating of B or above, have not violated any laws, company service agreements, integrity and confidentiality commitments, company regulations, code of business ethics, or other relevant norms and agreements, they are eligible for the following shareholding ratios upon meeting the conditions:

- A. 40% upon one month from the grant date
- B. 30% upon thirteen month from the grant date
- C. remaining shares upon twenty five month from the grant date.

(b) Measures to be taken when employees fail to meet the vesting conditions:

According to “Issuance Rules of New Restricted Employee Shares for 2024”, if there are subscribers who fail to meet the predetermined conditions, the shares for which the conditions have not been met shall be repurchased by the company at the issuance price in full and subsequently cancelled.

(c) Measures to be taken to deal with employee departure, retirement, occupational disability, death, transfer to affiliated enterprises, and leave without pay typically involves various policies and procedures established by the Company or relevant regulations.

I. In cases of voluntary resignation, termination due to incompetence, dismissal, retirement, or non-work-related death, employees are considered to have forfeited their eligibility to meet the vested conditions on the day of resignation, retirement, or death. Consequently, any shares for which the vested conditions have not been met will be repurchased by the Company at the issuance price in full.

II. Employees terminated for reasons other than incompetence, if they meet other vested conditions as specified in Article 7 of these regulations in the year of termination, shall be considered to have met the vested conditions for shares proportionally based on their length of service during that year, multiplied by the number of shares eligible for vesting according to Article 7 of these regulations for that year. Any remaining shares for which the vested conditions have not been met shall be considered as forfeited on the day of termination, and the Company shall repurchase them at the issuance price in full.

III. Employees who become disabled due to occupational accidents:

If an employee becomes physically disabled due to an occupational accident and is unable to continue employment, they shall be considered to have completed the employment period as specified in Article 7 of these regulations for the year in which they resign. However, they are still subject to the limitations and proportions specified in Article 7 of these regulations regarding vested conditions. Starting from the next fiscal year after resignation, they shall be considered to have forfeited their eligibility to meet the vested conditions, and the company shall repurchase their shares at the original issuance price and proceed with cancellation. However, this provision does not apply if the employee has made outstanding contributions to the company, demonstrated loyalty, and fulfilled their duties diligently, subject to approval by the chairman of the board.

IV. In the case of death due to occupational accidents:

For employees who die as a result of occupational accidents and have unvested restricted shares, their unvested shares shall be deemed to have met the employment period requirement as specified in Article 7 of these regulations, starting from the date of death. Following the event, the legal heirs shall, in accordance with the relevant provisions of the Civil Code on inheritance and the " Regulations Governing the Administration of Shareholder Services of Public Companies," complete the necessary legal procedures for inheritance and provide relevant documentary evidence. They shall then acquire the transferred shares according to the trust agreement. However, the heirs must comply with the related procedures for claiming the shares within one year from the date of notification by the company. Failure to comply within this period shall be deemed as refusal by the heirs to accept the shares, and the company reserves the right to repurchase the shares at no cost and proceed with cancellation.

V. Transfer to the Company's affiliates:

The Company's employees may be required by the Company, based on operational needs, to transfer to affiliates of the Company. If the transfer meets other vested conditions as specified in Article 7 of these regulations for the current fiscal year, the Chairman of the Board or authorized senior personnel may approve the proportion and timeframe for meeting the vested conditions within the scope of the schedule as specified in Article 7 of these regulations.

VI. Leave without pay:

Employees who are approved by the Company for leave without pay, if they meet other vested conditions as specified in Article 7 of these regulations for the current year, shall have their unvested restricted shares calculated based on the actual days of leave without pay, and the vesting period as stipulated in the regulations on the issuance of restricted employee stock rights shall be extended accordingly.

VII. The restricted employee shares repurchased by the Company according to these regulations will be canceled.

(4) Qualification criteria for employees and the number of shares entitled to grant or subscribe:

- (a) It is limited to full-time employees, who work officially on the date the new restricted employee shares are granted, which includes:

Indicator A: Employees at Grade 8 or above (inclusive)

Indicator B: Employees at Grade 6 to 7 and other outstanding performers

- (b) The actual employees eligible for subscription and the quantity of subscriptions shall be determined by considering factors such as job grade, job performance, or other management requirements. The determination shall be made by the CEO, submitted to the chairman, and then presented to the Board of Directors for approval. However, for executives and directors who are also employees, approval from the Compensation Committee shall be obtained first. For non-executives and non-director employees, approval from the Audit Committee shall be obtained prior to submission.
- (c) The Company shall issue employee stock options to a single employee in accordance with Article 56-1, paragraph 1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers. The cumulative number of shares that the employee is entitled to subscribe to, including the total number of restricted employee stock rights acquired, shall not exceed three per thousand of the total issued shares. Additionally, the cumulative number of shares that a single employee may subscribe to through the issuance of employee stock options by the Company in accordance with Article 56, paragraph 1 of the “Regulations Governing the Offering and Issuance of Securities by Securities Issuers” shall not exceed one percent of the total issued shares. However, if approved by the relevant central competent authority on a special project basis, the total number of employee stock options and restricted employee shares that a single employee may acquire shall not be subject to the aforementioned proportion restrictions. If the competent authority updates relevant regulations, the Company shall comply with the updated laws and regulations as well as the directives of the competent authority.

(5) Necessary reasons to issue the new restricted employee shares:

To retain and attract necessary professional talents, motivate employees, and enhance their sense of belonging, thereby collectively creating benefits for the company and shareholders, and ensuring the alignment of employee interests with shareholder interests.

(6) Calculated expense amount, Dilution of the Company's Earnings per share (EPS) and Other matters affecting shareholder's equity:

(a) Calculated expense amount:

Based on an estimated closing price of NT\$98.4 on 19 January 2024, the estimated expenses for fulfilling vested conditions for 2024, 2025, and 2026 are NT\$72,641 thousand, NT\$42,421 thousand, and NT\$13,129 thousand, respectively.

(b) Dilution of the Company's EPS and Other matters affecting shareholder's equity:

The estimated reduction in earnings per share after expenses for 2024, 2025, and 2026 is NT\$0.16, NT\$0.09, and NT\$0.03, respectively. The dilution effect on the Company's earnings per share is considered limited, thus not significantly impacting shareholder equity.