

FOCI Fiber Optic Communications, Inc. 2025 Annual General Shareholders' Meeting Notice

(Summary Translation)

- I. It is hereby scheduled to hold the Company's 2025 Annual General Shareholders' Meeting at 2F., No.1, Gongye E. 2nd Rd., East Dist., Hsinchu City 300, Taiwan (Hsinchu Science Park Life Hub - 2F Darwin) at 9:00 am on May 23, 2025 (Friday). The time for shareholders to register for this meeting is 8:30 am, and the registration place is the same as the meeting place.
 - II. Items to be discussed: (1) Reporting items: 1. 2024 Annual Business Report. 2. Audit Committee's Review Report. 3. Report on the 2024 Annual Directors' Remuneration Payment Status. 4. Report on the Status of Private Placement of Common Shares.(2) Recognition items: 1. 2024 Business Report and Financial Statements 2. 2024 Annual Loss Appropriation Proposal (3) Discussions items: 1. Amendment Proposal of the Articles of Incorporation. 2. The Company propose to conduct the private placement of common shares. 3. Proposal to lift the non-competition restrictions on directors. (4) Extempore Motions
 - III. For the shareholders' meeting agenda, if there are matters stipulated in Article 172 of the Company Act or Article 26-1 of the Securities and Exchange Act, besides the convening notice, please log on to MOPS(URL: <https://mops.twse.com.tw>). Shareholders can visit the website to obtain the essential contents.
 - IV. According to Article 165 of the Company Act, the change of shareholder register shall be suspended from March 25, 2025, to May 23, 2025. If you need to go through account opening procedures (submit your signature card), please contact the Stock Transfer Agency Department of Taishin Securities Co., Ltd.
 - V. **Regarding the Company's private placement of common shares, please refer to relevant appendix.**
 - VI. If there is proxy solicitation, the Company shall compile an itemized statement of the solicited proxies before April 22, 2025 and disclose in Securities & Futures Institute at (URL: <https://free.sfi.org.tw>). Shareholders may visit and search by entering the criteria. The proxy verification is the Stock Transfer Agency Department of Taishin Securities Co., Ltd.
 - VII. In addition to the announcement of the TWSE MOPS, a special letter is sent with a copy of the attendance card and power of attorney attached. If you decide to attend in person, please sign or stamp the third "Attendance Card" and bring it to the venue for registration on the meeting day (do not send it back). If you entrust a proxy to attend, please sign or seal the power of attorney. After filling and signing the agent's relevant documents, they should be delivered to the Stock Transfer Agency Department of Taishin Securities Co., Ltd. within five days prior to the calling of the Shareholders' Meeting.
 - VIII. **Shareholders of this meeting can exercise their voting rights electronically. The exercise period is: from April 23, 2025, to May 20, 2025. Please log in to the "Shareholder eVoting " of Taiwan Depository & Clearing Corporation and vote according to the relevant instructions. (URL: <https://stockservices.tdcc.com.tw>)**
 - IX. Those who attend the shareholders' meeting, please bring your identity documents for inspection.
 - X. Please check and handle it.
- Sincerely,

The Board of Directors of FOCI Fiber Optic Communications, Inc.

The meeting notice is a translation of the Chinese version for reference only. If there are any discrepancies between the Chinese and English versions, the Chinese version shall prevail.

Appendix

The Company propose to conduct the private placement of common shares

Explanatory Notes:

- I. Purpose and Scale of Fundraising : To attract strategic investors and enhance long-term partnerships with strategic collaborators while strengthening the Company's working capital to meet long-term development funding needs, the Board of Directors will seek authorization from the Shareholders' Meeting to conduct a private placement of common shares within a maximum limit of 10,000 thousand shares. The private placement shall be carried out in one to three tranches within one year from the date of the Shareholders' Meeting resolution.
- II. Explanation of the Private Placement in Accordance with Article 43-6 of the Securities and Exchange Act and the Guidelines for Public Companies Conducting Private Placements of Securities :
 - (I) Basis and Reasonableness of Private Placement Pricing :
 1. The offering price shall be set at no less than 80% of the higher of the following two benchmark prices :
 - (1) The simple arithmetic average closing price of common shares for one, three, or five business days prior to the pricing date, adjusted for ex-rights and ex-dividends, and adding back the post-capital reduction price adjustment.
 - (2) The simple arithmetic average closing price of common shares for thirty business days prior to the pricing date, adjusted for ex-rights and ex-dividends, and adding back the post-capital reduction price adjustment.
 - (3) The actual pricing date and private placement price shall be determined by the Board of Directors within the range approved by the Shareholders' Meeting based on negotiations with specific investors.
 - (II) Selection Criteria, Purpose, Necessity, and Expected Benefits of Specific Investors :
 1. The private placement targets shall be limited to specific persons as defined under Article 43-6 of the Securities and Exchange Act and Financial Supervisory Commission (FSC) Order No. 1120383220 issued on September 12, 2023. The selected investors must be strategic investors.
 2. Purpose, necessity, and expected benefits of selecting strategic investors: To support the Company's operational development, the Company will select individuals or entities that can contribute to enhancing its technology, product development, cost reduction, market expansion, or customer relations. Through their experience, technology, knowledge, reputation, or distribution channels, the Company aims to strengthen its competitiveness, improve operational efficiency, and drive long-term growth.
 3. The Company has not yet determined the specific investors for this private placement.
 - (III) Necessity of Conducting a Private Placement :
 1. Reasons for Not Conducting a Public Offering: Considering the conditions of the capital market, fundraising timeliness, issuance costs, and the three-year transfer restriction on privately placed shares, a private placement is deemed

more suitable for securing and strengthening long-term partnerships with strategic collaborators.

2. Placement Scale, Fund Utilization, and Expected Benefits :

- (1) Placement Scale : The Company will conduct the private placement in one to three tranches within one year from the date of the Shareholders' Meeting resolution, depending on market conditions and negotiations with investors. Any unissued shares from previous tranches or future planned issuances may be combined, provided that the total issuance does not exceed 10,000 thousand shares.
- (2) Purpose of Each Tranche: To replenish working capital and support the Company's long-term funding needs.
- (3) Expected Benefits of Each Tranche: To enhance the Company's competitiveness, improve operational efficiency, support long-term development, and maximize overall shareholder value.

- III. In the year preceding the Board of Directors' resolution to conduct a private placement, there were no significant changes in management control, nor will the introduction of strategic investors through this private placement lead to any significant changes in management control.
- IV. The rights and obligations of the common shares issued in this private placement are, in principle, identical to those of the common shares already issued by the Company. However, according to Article 43-8 of the Securities and Exchange Act, except for the transferees and conditions stipulated in the said article, the common shares issued in this private placement shall not be freely transferred within three years after issuance. Upon the completion of the three-year period, the board of directors is authorized to apply to the competent authority for a public issuance and listing of these privately placed common shares, based on the prevailing market conditions.
- V. For shareholders who desire to check the related information of private placement of common shares, please visit the "Market Observation Post System (MOPS) at <https://mops.twse.com.tw>. or the website : <http://www.foci.com.tw> of the Company.