

Meeting Notice of 2023 Annual General Shareholders' Meeting

Dear Shareholder,

I. The 2023 Annual General Shareholders' Meeting is scheduled to be convened at 9:00 AM, May 31, 2023 at 7F, No. 236, Sec. 4, Xinyi Rd., Da'an Dist., Taipei, Taiwan (7F, Xinyi Anhe Building). Registration of the shareholders will be entertained 30 minutes prior to the meeting at the same place. The agenda for the Meeting is as follows :

1. Reports :

- (1) The Company's 2022 Business Report.
- (2) Review of 2022 financial statements by the Audit Committee.
- (3) Report of the Company's private placement of common shares.
- (4) The execution status of the Company's first issuance of domestic unsecured convertible corporate bonds.

2. Proposals :

- (1) The Company's 2022 Business Report and Financial Statements.
- (2) The Company's 2022 earnings allocation.

3. Discussions

- (1) Issuance of new common shares through private placement for raising capital.
- (2) Amendments to the "Articles of Incorporation."
- (3) The Company's subsidiary Horizon Private Placement Equity Co., Ltd. (provisionally named, subject to change) is to serve as a common partner for the venture capital investment undertaking and private placement equity funds.

4. Election Matters

- (1) Election for all seven seats of Directors (incl. four seats of Independent Directors)

5. Extraordinary Motions

II. Shareholders' Meeting will be supported by video conferencing. Shareholders who wish to attend via video conference should register and sign up on the shareholder e-voting platform provided by the Taiwan Depository & Clearing Corporation (<https://stockvote.com.tw/evote/idex.html>) from May 1 to May 28, 2023. If a representative or proxy appointed by a shareholder wishes to participate in the meeting via video conference, they should fill out the "Proxy Authorization Letter for Participation in the Shareholders' Meeting via Video Conference" (please obtain the letter from the shareholder service institution) and submit it to the shareholder service institution (Address: 3F., No. 236, Sec. 4, Xinyi Rd., Taipei) from May 1, 2023 to 4:00 PM, May 26, 2023. On the day of the shareholders' meeting, the representative or proxy can check-in, watch the live broadcast, submit questions in writing, and vote. Check-in will be available 30 minutes before the start of the meeting, and those who complete check-in procedures will be deemed as present at the meeting. Shareholders attending via video conference

can exercise their voting rights beginning from the time the chairman declares the start of meeting until the chairman announces the end of voting. Any votes submitted after this deadline will be deemed invalid. Shareholders may submit questions about the various proposals in writing, limited to a maximum of two questions per proposal, and each question should not exceed 200 words. For more information about the platform and related operations, please refer to the Taiwan Depository & Clearing Corporation's website 【<https://www.tdcc.com.tw>】 or scan the QR Code provided.

- III. If on the day of the shareholders' meeting, due to issues related to your internet connection or related equipment, you experience communication issues, delays, inability to view live streaming, ask questions or exercise your voting rights, the company cannot be held responsible. For shareholders who have concerns regarding this matter, we recommend that you exercise your voting rights in advance via electronic voting or attend the meeting in person.
- IV. In the event that a natural disaster, incident, or other force majeure occurs on the day of the shareholders' meeting, which causes obstacles to the video conferencing platform or participation via video conference, resulting in the meeting being unable to proceed, the company has decided to postpone or resume the meeting at 9:00 am on June 1, 2023, at 7F, No. 236, Sec. 4, Xinyi Road, Taipei City.
- V. The related handling methods for the postponed or resumed meeting are as follows:
1. Shareholders who did not register to participate in the original shareholders' meeting via video conferencing are not allowed to participate in the postponed or resumed meeting.
 2. If on the day of the shareholders' meeting, due to a natural disaster, incident, or other force majeure, obstacles arise on the video conferencing platform or in participation via video conference, and the obstacles cannot be eliminated for a continuous period of thirty minutes, resulting in the inability to continue the video conference, the meeting will proceed after deducting the shares held by the shareholders participating via video conference, provided that the total number of shares represented at the meeting meets the legal quorum. Shareholders, proxies, or authorized agents participating via video conference will have their shares counted as present at the meeting, and for all the agenda items of the meeting, they will be considered as abstaining.
 3. If the company encounters the above obstacles and all the agenda items have already been announced before an ad hoc motion is made, the chairman may announce the adjournment of the meeting.
- VI. The list of nominated candidates and their educational and professional backgrounds for the Shareholders' Meeting are as follows :
- The list of candidates for the Board of Directors :
- (1) Three directors : Legal representative of Cheng-Da Investment Consulting Co., Ltd. :

Ke-Chyn Jiang, Legal representative of Cheng-Da Investment Consulting Co., Ltd. :
Jamie Lin , and Jyun-De Li

(2)Four independent directors : Chen-Chi Hsiao, Yuh-Jen Chen, Che-Ying Liaw,
Ming-Shun Chen.

For more information about the candidates, including educational background and experience, please visit the website at (<http://mops.twse.com.tw>) and click on “Relevant Announcement of Candidate Nomination System for Election of Directors and Supervisors(Listed and OTC companies, and Emerging Companies)”under “Announcement Type”

- VII. Our company intends to issue new common shares through private placement for raising capital. Please refer to the attached document for more information.
- VIII. If there are matters of this shareholders' meeting stipulated in Article 172 of the Company Act, please visit the Market Observation Post System (<http://mops.twse.com.tw/basic information/Electronic books/Shareholders' meetings>) to find more information.
- IX. Pursuant to Article 165 of the Company Act, the Company hereby closes the share transfer registration from April 2, 2023 to May 31, 2023.
- X. In addition to the Market Observation Post System (MOPS), enclosed is a copy of the attendance card and the Power of Attorney. If entrusting an agent to attend, please sign or stamp on the Power of Attorney and the attendance card, and send the required documents to the stock agency department of Horizon Securities Co., Ltd., 5 days before the meeting starts. The registration seal will be stamped on the attendance registration card, after verifying the information is correct, and the Attendance Card will be sent to the shareholder's agent. The receipt will serve as proof of attendance at the shareholder's meeting. Please bring the first union of the signed or stamped attendance card to the meeting if joining in person.
- XI. Shareholders, applicants, and entrusted agents should bring identification documents with them when attending shareholders' meetings for verification purposes.
- XII. If there are shareholders soliciting the Letter of Entrustment, the Company will upload the summary table of materials solicited by shareholders to the website of Securities and Futures Institute on April 28, 2023. The investors who wish to make an inquiry can simply fill in the inquiry criteria at "Letter of Entrustment Free Inquiry System" on the SFI website (<https://free.sfi.org.tw>).
- XIII. The tallying and verification institution of proxy statement of the shareholders' meeting is the stock agency department of Horizon Securities Co., Ltd.
- XIV. In this Shareholders' Meeting, voting power may be executed through an electronic form during the period from May 1, 2023 to May 28, 2023. Please log onto the e-voting platform for Shareholders' Meeting of Taiwan Depository & Clearing Corporation (website: <https://www.stockvote.com.tw>) for voting. Operate according to relevant

instructions.

XV. Kindly note and proceed accordingly.

Sincerely,

Esteemed Shareholders

The Board of Directors of Horizon Securities Co., Ltd.

【Attachment】

The principal condition of private placement for raising capital, the particulars to the elaboration and pursuant to Article 43-6 of the Securities and Exchange Act, and the important notice under the “Directions for Public Company Conducting Private Placement of Securities” are specified as follows:

- I. The primary condition for private placement
 1. Type of shares for offering through private placement: common share
 2. Amount raised through private placement: no more than NT\$500 million at face value.
 3. Face value per share: NT\$10
 4. Quantity of shares offered through private placement: no more than 50,000,000 shares
 5. Price of share for private placement: Not lower than 80% of the reference price
 6. Number of tranches: at one time or twice.
 7. Other conditions for private placement: The Shareholders’ Meeting is asked to authorize the Board in decision-making.
- II. Information to be disclosed under Article 43-6 of the Securities and Exchange Act, and the “Directions for Public Companies Conducting Private Placement of Securities.”
 - (I) The reference for setting justifiable price
 1. The price of common shares offered through private placement shall not fall below 80% of the reference price. The reference price shall be determined through the calculation of the following two standard prices, whichever is higher:
 - (1) The stock price calculated on the basis of the simple arithmetic mean of the closing price of common share in the last, last 3 or last 5 trading days prior to the price setting day, net of ex-right and ex-dividend stock dividend, and added back by the reversal of ex-right price after recapitalization through cash buy-back.
 - (2) The stock price calculated on the basis of the simple arithmetic mean of the closing price of common shares in the last 30 trading days prior to the price setting day, net of ex-right and ex-dividend stock dividend, and added back by the reversal of ex-right price after recapitalization through cash buy-back.
 2. If the actual pricing day and the actual offering price fall within the scope of the Shareholders’ Meeting for decision, the Shareholders’ Meeting is asked to authorize the Board to make decision after soliciting with designated investors with reference to market situation.

3. The aforementioned subscription price of privately placed common shares shall be determined considering the factors such as the Company's current operation situation, future prospects, restriction that the shares are not freely transferable within 3 years, and the recent share transaction price. The price determination method is deemed reasonable.
4. Pursuant to the aforementioned pricing principle, the substantial private placement subscription price might be lower than the denomination value. That is because of the market condition at the moment of private placement. That price falls within the scope as per stipulated by law as determined by the strategical investors. The pricing method should be deemed rational. The potential impact upon shareholders' equity is the differential gap between the private placement subscription price and the denomination value which shall be debited under the capital reserve. The deficiency, if any, shall be debited to the undistributed earnings under the retained earnings. As far as the future business operation and market status are concerned, in case of an accumulated loss incurred, the Company will deal with that issue with operating surplus or capital reserve to cover the losses so incurred. Where the substantial private placement price might fall below the denomination value in the future, the Company will prudentially contemplate the benefits of the strategical investors so as to safeguard shareholders' rights and interests.

(II) Means of selecting designated investors

1. Prospective investors for private placement should be selected in accordance with Article 43-6 under the Securities and Exchange Act, and the designated parties specified under Financial Supervisory Commission (2002) Tai-Cai-Zheng (I)-Zi No. 0910003455 dated June 13, 2002, with the group of strategic investors capable of yielding result in the long-term development and the existing shareholders equity of the Company at the top priority of choice. There is no respondent to the call for the time being. The Shareholders' Meeting is asked to authorize the Board for handling matters pertinent to the solicitation of prospective investors in private placement.
2. The means, purpose, necessity for choosing prospective investors and expected result
 - (1) The means and purpose of choosing prospective investors: strategic investors capable of assisting the Company in business development, expansion of market scale, and upgrading competitive power of the Company for meeting its need in operation development will be

preferred.

- (2) Necessity: In the wake of the rapid changes in the securities and futures market, and the need of upgrading the competitive power of the Company for long-term business development, the Company seeks to upgrade its competitive power through introducing strategic investors capable of assisting in the development of business in the securities and futures market for meeting the long-term need of business development of the Company.
- (3) Expected result: by way of the participation of and cooperation with the strategic investors, the Company can speed up its business expansion in the securities and futures market for upgrading its competitive power and strengthening its financial structure.

(III) The reason for the necessary offering of shares through private placement

1. Reasons for not appealing to public offering: private placement is preferred due to the timeliness of raising capital, the cost of offering, and the actual need of introducing strategic investors, and the restriction of no transfer within 3 years for securities offered through private placement. This can help to assure the long-term collaborative relation between the Company and the strategic investors. Therefore, public offering is not adopted.
2. The limit of capital raised through private placement: the quantity of shares offered through private placement shall be limited to 50,000,000 shares with the total amount of no more than NT\$500 million in face value. The Company may offer the shares at one time or twice within 1 year from the day of resolution by the Shareholders' Meeting at the right moment depending on the market environment and the need of the Company.
3. The use of capital raised from private placement: The capital raised through each instance of offering will be used to meet the need in business development and pool up working capital, and strengthen the financial structure depending on the market environment and the need of the Company. The shares will be offered at one time or twice at the right moment within 1 year from the day after the resolution of the Shareholders' Meeting.
4. Expected result: the capital raised from each instance of offering through private placement from strategic investors will help to upgrade the competitive power of the Company in business and strengthen the financial structure. This will be an input to shareholders equity.

III. The common shares offered through private placement are restricted for transfer within 3 years from the day of delivery pursuant to Article 43-8 of the Securities and Exchange Act. The remainder of the rights and obligations inherent to the

shares shall be identical with the rights and obligations of the other outstanding common shares of the Company. After the 3rd anniversary of the delivery of the common shares offered through private placement, the Company shall obtain the letter of approval from the competent authority for meeting the standard of listing at TWSE or TPEX, then petition with the competent authority for permitting these shares from private placement for public offering and listing at TWSE or TPEX.