

Holtek Semiconductor Inc.
2025 Annual Shareholders' Meeting Notice
(Summary Translation)

1. The 2025 Annual Shareholders' Meeting will be convened at 9:00 a.m. (Taiwan Time) on Wednesday, May 28, 2025, at the Company's conference room located at No. 3, Creation II Rd., Hsinchu Science Park, Hsinchu City 300, Taiwan (R.O.C.). Registration for shareholders attending the Meeting will commence at 8:30 a.m. at the same venue.

The agenda of the Meeting is as follows:

- A. Reporting Items
 - a. 2024 Business Report
 - b. Audit Committee's Review Report
 - c. Report on 2024 Employees' and Directors' Remuneration
 - B. Approval Items
 - a. Adoption of the 2024 Business Report and Financial Statements
 - b. Adoption of the 2024 Loss Appropriation
 - C. Discussion Items and Election
 - a. Amendment to the Company's "Articles of Incorporation"
 - b. Amendment to the "Procedures for Lending Funds to Others."
 - c. Proposal for a cash capital increase through private placement issuance of common shares
 - d. Election of the 10th term of Directors (including Independent Directors).
 - e. Release of the non-compete restriction on the Company's directors
 - D. Extemporaneous Motions
2. Pursuant to Article 172 of the Company Act, if there are agenda items that require elaboration, shareholders may refer to the Market Observation Post System (<https://mops.twse.com.tw>) by selecting: Single Company /Electronic Documents Download /Annual Reports and Shareholders' Meeting Information (including ADR information). Please enter the Security Code and year to assess the "Reference Documents for Shareholders' Meeting Agenda Items" or the "Meeting Handbook and Supplementary Information.
 3. Detailed information on the proposal for a cash capital increase through private placement issuance of common shares is provided in Attachment 1.
 4. Pursuant to Article 165 of the Company Act, share transfer registration for the company will be suspended from March 30, 2025 to May 28, 2025.

5. Enclosed are the Attendance Card and Proxy Form. Shareholders attending in person should sign or stamp the Attendance Card and present it at the venue on the meeting day. For proxy attendance, shareholders must sign or stamp the Proxy Form, complete the proxy's information, and have the proxy also sign or stamp the form. The completed form must be submitted to SinoPac Securities Corp. Stock Agency Department at least five days prior to the meeting to ensure issuance of the Attendance Card to the proxy.
6. Shareholders, solicitors, and proxies attending the Meeting must present identification documents for verification.
7. If any shareholder solicits proxy forms, the Company will compile a summary table of proxy solicitation information and disclose it on the Securities and Futures Institute (SFI) website (<https://free.sfi.org.tw>) by April 25, 2025. Shareholders may access the "Free Proxy Disclosure & Related Information System" and search using the company's stock code.
8. Shareholders may exercise voting rights electronically between April 26, 2025, and May 25, 2025, via the Taiwan Depository & Clearing Corporation's "Shareholder E-Service" electronic voting platform (<https://stockservices.tdcc.com.tw>), following the provided instructions.
9. Nine directors (including three independent directors) are to be elected. The nominated candidates are: Directors: representatives of Bo Kang Investment Co., Ltd., Wu Chi-Yung, Tsai Jung-Tsung, Gau Kuo-Tung, Chang Chih, Yu Kuo-Cheng, Pan Chien-Chou; Independent Directors: Li Pei-Ying, Hsu Jui-Ting, Hsing Chih-Tien. Information on candidates' education and professional background can be accessed at <https://mops.twse.com.tw>.
10. The Transfer Agency Department of SinoPac Securities Corporation is the proxy tallying and verification institution for the Meeting.
11. These regulations should be abided and applied.

Sincerely,

Board of Directors
Holtek Semiconductor Inc.

Attachment 1

Explanation of the Proposal for a Cash Capital Increase through Private Placement Issuance of Common Shares

- I. The Company intends to strengthen working capital, repay bank loans, enhance financial structure, and improve long-term competitiveness by raising funds through private placement. The Company plans to conduct a private placement of common shares pursuant to Article 43-6 of the Securities and Exchange Act and relevant regulations. The Board of Directors is authorized by the shareholders' meeting to determine the actual execution based on future negotiations with specific investors and prevailing market conditions. The private placement shall be carried out once within one year from the date of the shareholders' resolution.
- II. Description of the Company's Proposed Private Placement of Common Shares for Cash Capital Increase
 1. Total shares to be issued: Not more than 10,000,000 common shares with a par value of NT\$10 per share. The actual number of shares to be issued shall not exceed the number approved by the shareholders' meeting. It is proposed that the Board of Directors be authorized to determine the actual implementation based on future negotiations with specific investors and prevailing market conditions.
 2. Disclosure Required under Article 43-6 of the Securities and Exchange Act
 1. Basis and Reasonableness of the price determination:
 - (1) In accordance with relevant regulations, the private placement price shall not be lower than 80% of the higher of the following two reference prices:
 - A. The simple arithmetic average of the closing prices of common shares over 1, 3, or 5 business days prior to the pricing date, after excluding the effects of stock dividends and ex-rights/ex-dividends, and adding back adjustments due to capital reduction and reverse ex-rights.
 - B. The simple arithmetic average of the closing prices of common shares for the 30 business days before the pricing date, after the same adjustments.
 - (2) The private placement price will be determined in accordance with legal requirements and the pricing conditions and range approved by the shareholders' meeting, with reference to market conditions at the time and negotiations with specific investors.
 - (3) The pricing of this private placement of common shares is based on no less than 80% of the reference price; therefore, an expert opinion is not required.
 - (4) The basis for determining the private placement price complies with the regulations governing the private placement of securities by public companies; therefore, the pricing of this private placement of common shares is considered reasonable.
 2. Method for Selecting Specific Persons, Necessity, and Expected Benefits
 - (1) Method and Purpose of Selecting Specific Persons:

The private placement of common shares will be limited to specific persons in accordance with Article 43-6 of the Securities and Exchange Act and the Financial Supervisory Commission's ruling Jin-Guan-Zheng-Fa No. 1120383220 dated September 12, 2023.

To enhance the feasibility of this private placement, if the subscribers include insiders or related parties, the Company will select individuals who are familiar with the Company's operations and can contribute to its future development. This aims to strengthen shareholder structure, support the Company's long-term growth, improve financial soundness, and enhance shareholder equity.

A list of potential insiders or related parties who may subscribe is provided below; however, this

list only represents potential subscribers and does not imply that such persons are aware of or have agreed to participate in this private placement.

In addition, selection of subscribers will include strategic investors who can directly or indirectly assist the Company's long-term business operations and development.

The final selection of subscribers is proposed to be authorized by the shareholders' meeting, granting the Board of Directors the power to determine such selections based on the principles described above.

To ensure the Company's stable and sustainable operations, when seeking strategic investors, the Company will negotiate with potential subscribers in advance and adhere to the principle that there should be no significant changes in control.

If any specific subscriber would cause material changes in the Company's control, the Board will not consider such a person. Therefore, no material change in control has occurred within one year before the Board's resolution on this private placement, and no such change is expected after the placement.

A list of potential insiders or related parties who may participate in the private placement is as follows:

Potential Subscriber	Relationship with the Company
Wu Chi-Yung	Insider (Chairman of the Company)
Gau, Kao-Tung	Insider (Director)
Bo-Ding Investment Co., Ltd.	Responsible person is the spouse of the Chairman of the Company

The above potential subscribers may be corporate entities. Their shareholding ratios and names of top 10 shareholders, as well as their relationship with the Company, are listed below:

List of Potential Corporate Subscribers	Representative (Top 10 Shareholder)	Shareholding Ratio	Relationship with the Company
Bo-Ding Investment Co., Ltd.	Wu, Po-Wei	36.21%	First-degree relative of the Chairman
	Wu, Po-Yuan	32.10%	First-degree relative of the Chairman
	Wu, Po-Kuan	31.68%	First-degree relative of the Chairman
	Chang, An-Hua	0.01%	Spouse of the Chairman

- (2) As the purpose is to introduce strategic investors, reduce capital cost, and improve the Company's financial structure, the selection of specific investors is based on compliance with relevant laws. The introduction of strategic investors is expected to contribute positively to the Company's operations and shareholder equity.
- (3) After the private placement, the Company expects to strengthen its capital structure, improve operational performance, enhance long-term development potential, and ultimately benefit shareholders.

3. Necessity of Conducting Private Placement

(1) Reasons for not adopting a public offering:

To support business growth, strengthen working capital, and meet long-term development funding needs, including the introduction of strategic investors, the Company has opted for a private

placement. Compared to public offerings, private placements are relatively fast and convenient. Additionally, securities issued via private placement are subject to a restriction against free transfer within three years, which helps ensure a long-term cooperative relationship between the Company and investors. Furthermore, by authorizing the Board of Directors to proceed with the placement based on operational needs, the Company can enhance fundraising flexibility and responsiveness.

(2) Private placement limit:

The total number of shares to be issued will not exceed 10,000,000 shares. The placement shall be conducted once within one year from the date of the shareholders' resolution. The actual fundraising amount will be determined by the Board of Directors based on prevailing market conditions, the Company's needs, and negotiations with specific investors.

(3) Intended use of proceeds and expected benefits:

The funds raised from this private placement will be used to strengthen working capital and repay bank loans. It is expected to reduce the Company's operational risk, enhance its financial structure, and improve future operating performance, thereby contributing positively to shareholder equity.

4. Rights and Obligations

The rights and obligations of the common shares to be issued through this private placement shall be identical to those of the Company's existing issued common shares.

However, in accordance with the Securities and Exchange Act, unless specific conditions are met, the privately placed common shares may not be transferred within three years from the delivery date, except to eligible transferees as stipulated under Article 43-8 of the Act.

After the three-year holding period, the Company may apply to the competent authority, in accordance with relevant regulations, to list the privately placed securities for public trading.

5. Execution Timeline and Authorization

This private placement of common shares shall be conducted once within one year from the date of the shareholders' resolution.

The major contents of this plan—including the actual number of shares to be issued, the issue price, selection of subscribers, pricing date, record date for capital increase, project details, fund utilization schedule, expected benefits, and other related matters—may be adjusted due to regulatory requirements, operational assessments, or objective circumstances.

The shareholders' meeting is therefore requested to authorize the Board of Directors to handle all such matters with full discretion.

6. Authorization to the Chairman

To facilitate the execution of this private placement plan, the shareholders' meeting is requested to authorize the Chairman to represent the Company in signing and negotiating all contracts and documents related to the private placement, and to handle all necessary matters pertaining to the implementation of this plan.

III. The independent directors raised no objections or reservations. This case has been approved by the Audit Committee.

IV. For further details regarding this private placement proposal as required under Article 43-6 of the Securities and Exchange Act, please refer to the Market Observation Post System

(<https://mops.twse.com.tw>) and the Company's website (<https://www.holtek.com.tw>).