

**Meeting Notice
of
2025 Annual General Shareholders' Meeting
(Summary Translation)**

The 2025 Annual General Shareholders' Meeting (the "Meeting") of CTCI CORPORATION (the "Company") will be held at Mellow Fields Hotel International Conference Hall (No. 127, Sec.7, Zhongshan N. Rd., Taipei) by hybrid meeting at 9:00 a.m., Wednesday, May 28, 2025.

A. The agenda for the Meeting are as follows:

(1) Report Items

- (a) Business Report of 2024
- (b) Audit Committee's Review Report of 2024
- (c) The directors' and employees' remuneration of 2024
- (d) Distribution of cash dividends from profits in 2024
- (e) The status of guarantees provided by the Company as of the end of 2024
- (f) Report on the 2nd domestic unsecured conversion of corporate bonds
- (g) Report on the status for the spin-off of related business of the Southern Taiwan Science Park Reclaimed Water Plant to CTCI STSP Water Resources Corporation

(2) Ratification Items

- (a) To ratify 2024 Business Report and Financial Statements
- (b) To ratify the Company's distribution of 2024 earnings

(3) Discussion items

- (a) To approve the amendment to the Company's "Articles of Incorporation"
- (b) To approve the issuance of Restricted Stock Awards for 2025
- (c) To approve the issuance of new shares through capital increase from earnings
- (d) To approve the issuance of new shares for cash in private placement

(4) Special Motions

B. Distribution of profits and determination of the dividend amount for 2024 as resolved by the Board of Directors is as below:

Cash dividends and stock dividends are TWD 1 and TWD 1 per share (based on the total outstanding shares as of March 31, 2025).

C. Restricted Stock Awards

(1) In order to attract and retain key talent for the goal to spare no efforts in reaching its operating targets, it is proposed that the Company issue restricted stock awards (“RSA”) to its employees in accordance with Paragraph 9, Article 267 of the Company Act and the “Regulations Governing the Offering and Issuance of Securities by Securities Issuers” promulgated by the Financial Supervisory Commission (the “Offering and Issuance Regulations”).

(2) Terms of the restricted stock awards are as follows:

(A) Expected total shares of issuance

5,500 thousands common shares will be issued, accounting for approximately 0.68% of the outstanding common shares of the Company. The par value per share is TWD 10, and the total issued amount is TWD 55 million. The Company may issue the shares in batches within one year after receiving the competent authority’s approval. The actual number of shares issued and expenses will be calculated based on the share price at the time of the grant. The actual number of shares issued will be announced pursuant to a resolution of the Board of Directors.

(B) Conditions for issuance

a. Expected issue price: The shares are issued gratuitously with an issuance price of TWD 0 per share.

b. Vesting Conditions

(a) Two categories

- i. Category A: Senior management executives
- ii. Category B: General employees

(b) Company performance goals

On each vested date, calculate the growth rate of the following three indicators of the Company in the most recent year compared with the average of the previous three years, accounting for 1/3 of each, with a total of more than 3%:

- i. Operating revenue: The operating revenue disclosed in the consolidated statements of comprehensive income audited and certified by a certificated public accountant.
- ii. Return on Shareholders' Equity (ROE): The profit for the year attributable to owners of the parent company disclosed in the consolidated statements of comprehensive income / the average of the equity attributable to owners of the parent company disclosed in the consolidated balance sheets. The above financial statements must be audited and certified by a certificated public accountant.
- iii. Earnings per share (EPS): Basic earnings per share disclosed in the consolidated statements of comprehensive income audited and certified by a certificated public accountant.

The “most recent year” mentioned above is based on each vested date.

(c) Individual performance goals

- i. Category A: Achieve the most recent annual performance goals of the business units.
- ii. Category B: The average individual's recent annual performance A and B scores are not less than 73 points.

The "most recent year" mentioned above is based on each vested date.

(d) On the premise that the Company performance goal are reached, employee's continuous employment with the Company on each vesting date is required and employees must meet the requirements of point (e) below and the individual performance goals. The proportions of the vesting shares to be granted for such employees on the vesting date each year are as follows:

(rounded to the nearest share)

- i. Continuous employment with the Company 3 years after the granted date: 30%.
- ii. Continuous employment with the Company 4 years after the granted date: 30%.
- iii. Continuous employment with the Company 5 years after the granted date: 40%.

(e) During the period from the issuance of RSA to each vested date (i.e. each vested period), the Company has determined that the employee has no violation of the Company's labor contract, employee manual, work rules, trust custody contract, confidentiality and intellectual property commitment, "Regulations for the Issuance of 2025 Restricted Stock Awards", "Employee Restricted Stock Award Agreement", or other written agreements with the Company.

c. Measures to be taken when employees fail to meet the vesting conditions: Where an employee has failed to fulfill the vesting conditions, the shares granted to him/her will be recovered and canceled by the Company without compensation. Any other matters will be subject to the regulations established by the Company to govern the issuance of the shares.

d. Type(s) of shares issued: New Common shares of the Company.

(C) Employee eligibility and number of grantable shares

a. To protect the rights and interest of shareholders, the Company will carefully manage the awards program. The program shall apply to any full-time employee of the Company and domestic subsidiary companies who has already been on the job on the date of the granting of restricted stock award shares. Such employee shall reach certain level of performance and fulfill the following conditions:

- (a) The employee is strongly related to the future strategic development of the Company.
- (b) The employee is significant influence on the Company operations.
- (c) The employee is a core technical talent.

- b. The number of grantable restricted stock award shares will be based on overall contribution and work performance. The number of shares granted shall be approved by the Chairman and submitted to the Board of Directors for approval. Any employee who holds a managerial position and board director shall be subject to the approval from the Remuneration Committee, and employees who are not directors or managerial officers shall be subject to the approval of the Audit Committee.
 - c. Any member of the Remuneration Committee or any member of the Board of Directors who is not an employee is not eligible for a grant.
 - d. The upper limit of the number of restricted stock award shares granted to any employee shall be subject to "Offering and Issuance Regulations".
- (D) The reason why it is necessary to issue restricted stocks for employees
- The Company, in order to attract and retain key talent for the achievement of its medium- and long-term objectives, intends to encourage employees to spare no efforts in reaching its operational goals. The aim is to create more benefits for the Company and its shareholders and ensure the alignment of the interest of its employees with that of its shareholders.
- (E) Calculated expense amounts, dilution of earnings per share (EPS), and other matters affecting the interest of shareholders
- a. Calculated expense amount

The Company shall measure the fair value of the shares on the grant date and recognize the related expenses by year during the vesting period. Under the circumstance where all the vesting conditions have been fulfilled, the total estimated calculated expense amount at TWD41.35, the closing price of the Company's common stock on February 14, 2025, is TWD 227.424 million. The estimated calculated expense amounts for 2026 to 2030 respectively are TWD57.993 million, TWD 57.993 million, TWD 57.993 million, TWD35.251 million, and TWD18.194 million, assuming that the restricted stock award will be issued at January, 2026.
 - b. Dilution of EPS and other matters affecting the shareholders' equity

Calculated on the basis of 802,976,895 shares, the number of the Company's outstanding common shares on February 14, 2025, the dilution of Company's EPS is estimated in the amount of TWD0.07, TWD0.07, TWD0.07, TWD0.04 and TWD0.02 for 2026 to 2030 respectively. The dilution of the Company's EPS is limited, so there is no material impact on shareholders' equity.
 - c. Restricted rights before employees meet the vesting conditions

Before any employee who has been granted restricted stock award shares fulfills the vesting conditions, except for inheritance, the restricted stock award shares may not be sold, pledged, transferred, gifted to others, used to create any encumbrance or otherwise disposed of.
- (F) Other important stipulations (including the custodial trust of shares): The restricted stock award shares issued by the Company shall be placed under custodial trust.

D. Private Placement of Ordinary Shares

(1) The Company intends to raise capital through a private placement of common shares to strengthen the financial structure, support operational funding, and meet investment needs. The private placement will be conducted within one year from the shareholders' meeting resolution, with the possibility of up to three separate placements based on actual business requirements.

(2) According to Article 43-6 of the Securities and Exchange Act, the descriptions are as follows:

(A) The basis and reasonableness of the private placement pricing

- a. The reference price shall be the higher of the following two calculations:
 - (a) The average closing price of the common shares from either 1, 3, or 5 business days before the pricing date, minus dividends adjustment, plus price discount adjustment due to capital reduction.
 - (b) The average closing price of the common shares for a period of thirty business days before the pricing date, minus dividends adjustment, plus price discount adjustment due to capital reduction.
- b. The price per share of private placement ordinary shares shall be no less than 80% of the reference price.
- c. The actual pricing date and the final private placement price, within the range approved by the shareholders' meeting, are authorized to be determined by the Board of Directors based on the aforementioned pricing principles, taking into account the eventual selection of specific subscribers and prevailing market conditions.
- d. The determination of the private placement price, in addition to taking into account the three-year transfer restriction imposed on privately placed securities under the Securities and Exchange Act, is based on relevant regulatory requirements and the closing price of the Company's common shares. Therefore, the pricing is deemed reasonable.

(B) Specific person selection method, purpose, necessity and expected benefits:

- a. Selection method and purpose: The private placement targets are limited to specific persons who meet the requirements of Article 43-6 of the Securities and Exchange Act and the relevant orders of the Financial Supervisory Commission such as the Financial Supervisory Commission's Order No. 1120383220 issued on September 12, 2023.

The applicants for the private placement are strategic investors. The selection method and purpose of the applicants will be limited to suppliers or direct or indirect customers required by the Company, or strategic investors who can provide business integration niches, or improve the financial structure of the Company. The shareholders' meeting is expected to authorize the board of directors to negotiate and determine the selection method and purpose.

- b. Necessity and Expected Benefits: By introducing strategic investors, we aim to enhance the company's competitiveness and reinforce our financial position, which is crucial for long-term operational growth.

(C) Reason for Private Placement:

- a. Reasons for Not Using Public Offering: After assessing market conditions, we believe a private placement is more timely, cost-effective, and convenient for raising capital. Additionally, this approach supports the introduction of strategic investors, ensuring long-term cooperation through the restrictions on securities transfer in private placements.
- b. Private placement quota: not more than 90,000,000 ordinary shares, which can be processed in up to three installments within one year from the date of the shareholders' meeting resolution.
- c. The purpose of this private placement and the expected benefits: Through the capital injection from the applicants, the Company can meet the long-term operating and development fund needs, strengthen its financial structure, enhance the Company's competitiveness and future profits and operating performance, and have a positive impact on shareholders' interests.

(3) The rights and obligations of the common shares to be privately placed in this offering are, in principle, the same as those of the Company's outstanding common shares. However, pursuant to Article 43-8 of the Securities and Exchange Act, the privately placed securities may not be freely transferred within three years from the date of delivery, except under specific circumstances permitted by law. Upon the expiration of the three-year period from the date of delivery, the Company intends to apply to the competent authority for a public offering and listing of the said securities in accordance with applicable regulations.

(4) Other Considerations: The private placement plan includes details such as the issue price, number of shares, terms of the offering, project objectives, amount to be raised, expected timeline, potential benefits, and any other relevant matters. Should changes be necessary due to regulatory requirements, operational assessments, or external factors, the board of directors is authorized to handle these adjustments, with the chairman or their designee empowered to sign and negotiate all related agreements and documents.

(5) Private Placement of Ordinary Shares of the Company is formulated in accordance with Article 43-6 of the “Securities and Exchange Act”. Look up related information, please visit the Market Observation Post System (MOPS; <https://mops.twse.com.tw>) or official website(<https://www.ctci.com>).

- E. The voting power at the 2025 Annual General Shareholders’ Meeting can be exercised by way of electronic transmission from April 26, 2024 to May 25, 2025. Please login to the Taiwan Depository & Clearing Corporation(“TDCC”) website to exercise voting rights in accordance with the online instruction (website: <https://stockservices.tdcc.com.tw>).

The Meeting will adopt video conferencing and related information is as follows:

- A. Besides physical meeting, the Meeting could be attended via video conferencing. Shareholders who wish to attend via video conferencing should register and apply for participation from April 26, 2025 to May 25, 2025 on the TDCC website (<https://stockservices.tdcc.com.tw>). Check-in will begin 30 minutes before the meeting starts.
- a. Shareholders who participate via video conferencing on the meeting day can exercise their voting rights from the start of the meeting until the chairman announces the end of the voting period. Any questions regarding the agenda can be made through the platform in written form, and each question cannot exceed 200 words or be asked more than twice. For more instructions on platform operations, please visit the TDCC's website(<https://www.tdcc.com.tw>). If there are any further questions, please contact TDCC (Tel: 886-2-27195805 extension 188).
- b. The Company is not responsible for any communication issues, delays, inability to watch the live broadcast, or exercise voting rights due to internet or device issues. Shareholders concerned about these issues are recommended to vote electronically in advance or attend the meeting in person.
- B. If a natural disaster, emergency, or other force majeure situation causes an obstacle lasts for more than 30 minutes in the video conferencing platform or during participation via video conferencing, the following measures will be taken:
- a. If the total number of shares represented at the Meeting after deduction of the number of shares represented through attendance via video conferencing still reaches the legal quorum for convening of the shareholders’ meeting, the Meeting will continue. The number of shares represented by the shareholders, proxy solicitors, or proxy agents who attending the Meeting via video conferencing will be counted toward the total number of shares represented by the shareholders attending the Meeting, and they will be deemed to have waived their voting rights on all items at the Meeting. Please contact the Company (Tel: 886-2-28339999) while above situations happened.

- b. If the total number of shares represented at the Meeting after deduction of the number of shares represented through attendance via video conferencing do not reach the legal quorum for convening of the shareholders' meeting, the Meeting could not hold or continue, the Company will reschedule or continue the Meeting on May 29, 2025, at 9:00 am at Multifunctional Conference Hall (No. 16, Fushan Rd., Beitou Dist., Taipei).

The Company would not resend the notice of the Meeting to listed shareholders by the register of shareholders; shareholders who did not register to participate via video conferencing in the original Meeting cannot attend the rescheduled or continued meeting. If all items have been announced and special motion have not been processed, the chairman may adjourn the meeting.

- c. The recording or broadcasting the live feed of the meeting through machines or screen recording software is not allowed to protect the rights and interests of all attendees.

Board of Directors

CTCI CORPORATION