

Groundhog Inc.
Shareholders Meeting
Meeting Notice

1. The Company is scheduled to hold its 2024 annual meeting of shareholders at NTUH International Convention Center No. 2, Xuzhou Rd., Zhongzheng Dist., Taipei City, on June 24, 2024, 9:00 AM. for the following matters for which the meeting is convened:
 - (1). Reporting matters:
 - A. 2023 Business Report;
 - B. 2023 Audit Report of the audit committee;
 - C. Facts about distribution of the remuneration to employees and remuneration to directors in Fiscal Year 2023;
 - D. Report on the Progress in Sustainable Development Implementation.
 - (2). Acknowledged Matters:
 - A. 2023 business report and financial statements in Fiscal Year 2023;
 - B. 2023 profit distribution;
 - (3). Discussion matters:
 - A. Amend the “Articles of Incorporation”;
 - B. Amend the “Rules and Procedures for Election of Directors”;
 - (4). Election matter: Proposal to hold the by-election of director;
 - (5). Other matter: Proposal to release the prohibition on newly-elected director from participation in competitive business; and
 - (6). Extemporaneous motions.
2. The resolution by the board of directors is that NT\$100,612,200 of cash dividends will be distributed to shareholders with the earnings in Fiscal Year 2023 and NT\$3 per share will be distributed. The chairman is authorized to determine the distribution record date and the payment date. If the number of outstanding shares subsequently increases or decreases, resulting in change in the pro rata dividend distributions to shareholders, the chairman is authorized to change relevant matters.

3. For Election Matter:
 - (1). The number of directors to be elected at this shareholders' meeting: one director;
 - (2). Candidate nominated according to the Company's nomination system: [Miss Liu Chiann]; and
 - (3). For more information about candidate's education, work experience and the like, please visit <https://mops.twse.tw>.
4. For other matter, it is proposed to approve the release of non-competition restrictions for new Director in accordance with Article 209 of the Company Act. For more details, please refer to shareholder meeting handbook.
5. One copy of attendance notice and one copy of proxy statement are attached. If you as a shareholder decide to attend the meeting in person, please affix signature or seal on the "attendance notice" (return mail is not required), and bring it with you to the place of meeting for reporting to attendance at the meeting date; if you appoint a proxy to attend the meeting, please affix your signature or seal on the "proxy statement" and fill out name and address of the appointed proxy in person, and then deliver it to the stock agency of the Company – Yuanta Securities Co. Ltd., Transfer Agency Dept. no later than five days prior to the meeting date, for the issue of attendance card to the appointed proxy based thereon.
6. The statistical verification institution of the proxy statement for this meeting of shareholders is "Yuanta Securities Co. Ltd., Transfer Agency Dept."
7. If any shareholder desires to solicit proxies, the Company will provide solicitation and solicitors information on the website of the Securities and Futures Institution on May 24, 2024. If an investor has inquiries, please visit <https://free.sfi.org.tw>, and go to "free inquiry system for proxy", and then input the query.
8. Pursuant to Article 172 of the Company Act, it should be stated that essential points are placed on the Market Observation Post System (website: <https://mops.twse.com.tw>)
9. The voting rights may be exercised in electronic manner for this meeting of shareholders. The period of voting is: from May 25, 2024 to June 21, 2024. Please directly log on the "electronic voting platform for meeting of shareholders" of Taiwan Depository & Clearing Corporation, "<https://www.stockvote.com.tw>", and operate according to the relevant explanations.

To: Your Esteemed Shareholder

Sincerely yours,

The Board of Directors of Groundhog Inc.