

PChome Online Inc.
Meeting Notice of the
Annual General Shareholders' Meeting
(Summary Translation)

Time: 9:00 a.m., Friday, June 11, 2021

Place: No. 11, Zhongshan South Road, Zhongzheng District, Taipei City 10048, Taiwan (R.O.C.)
(Room 1002, Chang Yung-Fa Foundation International Convention Center)

Meeting Agenda

- I. Call the meeting to order (announce the number of shares in attendance)
- II. Chairman's remarks
- III. Report items
 - (I) 2020 Business Report
 - (II) Audit Committee's review report on 2020 financial statements.
 - (III) To Report the 2020 distribution of employee compensation and remuneration to Directors
 - (IV) To Report the 2020 distribution of cash dividends from earnings
 - (V) Implementation of treasury stock to repurchase the Company's shares
- IV. Ratification items
 - (I) 2020 Business Report and Financial Statements
 - (II) 2020 Earnings Distribution
- V Discussion items: To issue common shares for cash capital increase through private placement and/or public issuance.
- VI. Election items
 - (I) To reelect nine Directors (including three independent Directors)
- VII. Other Proposals
 - (I) Waiver of non-competition clauses for newly elected Directors and their representatives.
- VIII. Special Motion
- IX. Meeting adjourned

The Proposal for the cash distribution from the 2020 was adopted at the Board of Directors meeting:

Cash dividends proposed by the Board is NT\$1.3 per share. It is proposed that the board of directors be authorized to set a record date for distribution.

Thereafter, if the number of outstanding shares is affected by the requirement of competent authorities, or by subjective and objective factors causing necessary adjustments to shareholders' percentage of distribution, the shareholders' meeting shall authorize the Chairman of the board to make such adjustment.

Share transfer suspension period: 2021/04/13 ~ 2021/06/11

To issue common shares for cash capital increase through private placement and/or public issuance.(about private placement)

1 To respond to the demand for funds for strategic alliance development and enrich operating capital, the Company proposed to issue common shares for cash capital increase by private placement and/or public issuance, with the face value per share of NT\$10 under the limit of 21 million shares.

2. Necessary reasons for private placement:

(1) Reasons for not taking public issuance: Subscribers' long-term cooperation relationship could be ensured in consideration of the timeliness and feasibility of fund raising and uncertainty of capital market and restrictions on the transfer of raised securities. Therefore, private placement was adopted for the issuance of common shares for cash capital increase.

(2) The limit of private placement: No more than 21 million common shares.

(3) Use of capital from private placement and expected benefits:

The capital from private placement were mainly used to support the capital required for the development of the e-commerce business (including but not limited to shift in investment), so as to expand the operation scope of e-commerce, strengthen the Company's competitiveness, increase the Company's profits effectively and improve shareholders' rights and interests. It yielded a positive effect on the Company's business operation.

3. Basis and rationality for price determination: For determining the issuance price of the common shares, considering the restrictions on its transference, it is proposed that the price of the common shares shall not be less than 80% of the higher of the following two bases of price calculations:

(1) The simple average closing price of the common shares of the Company for either the 1, 3, or 5 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.

(2) The simple average closing price of the common shares for the 30 business days before the price determination date, after adjustment for any distribution of shares or dividends or capital reduction.

The pricing date, actual issuance price are proposed to authorize the Board to determine after taking into consideration the market status and aforementioned objective conditions.

43. The method of selecting specific individuals: Subject to Article 43-6 of the Securities and Exchange Act and related regulations. To recruit qualified strategic investors who are also able to strengthen the Company's operation, expand the Company's operation scope of e-commerce and strengthen the Company's technologies, capital or businesses required for competitiveness, the Board of Directors was to be authorized to review and approve the relevant qualification certificates. The purpose, necessity and expected benefits of the strategic investors who meet the aforementioned criteria of the specific persons are in response to the Company's long term developmental needs and to help the Company enhance its technology, improve quality, reduce cost, stabilize the source of supply of key

components, enhance efficiency, and enlarge market share by using the strategic investors' funds, skills, know-how, brand or distribution channels.