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Stock Code 6616 June 6, 2025

Dear Shareholders,

Takeshi Kimura Representative Director, President **TOREX SEMICONDUCTOR LTD.** 1-24-1 Shinkawa, Chuo-Ku, Tokyo, Japan

Notice of Convocation of the 30th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 30th Ordinary General Meeting of Shareholders of TOREX SEMICONDUCTOR LTD. (the "Company"), which will be held as described below.

If you are unable to attend the meeting in person, you can exercise your voting rights via the Internet or in writing (by post). Please review the Reference Documents for the Ordinary General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Tuesday, June 24, 2025 (JST).

- 1. Date and Time Wednesday, June 25, 2025, 10:00 a.m. (JST) (Reception opens at 9:30 a.m.)
- 2. Venue TRUST CITY CONFERENCE MARUNOUCHI

11th floor, Marunouchi Trust Tower North, 1-8-1 Marunouchi, Chiyoda-ku, Tokyo

3. Meeting Agenda

Matters to be reported

- 1. The Business Report, the Consolidated Financial Statements and results of audits of Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee for the 30th fiscal year (from April 1, 2024 to March 31, 2025)
- 2. Report of the Non-consolidated Financial Statements for the 30th fiscal year (from April 1, 2024 to March 31, 2025)

Matters to be resolved

- Proposal No. 1 Appropriation of Surplus
- Proposal No. 2 Partial Amendments to the Articles of Incorporation
- Proposal No. 3 Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Please understand that gifts will not be distributed to attending shareholders.
- We have prepared a space within the venue for shareholders attending in wheelchairs.
- Shareholders requiring sign language interpretation or other special care may attend accompanied by one person or a service animal, such as a guide dog, service dog, or hearing assistance dog. Please inform the reception of this on the day of attendance. Also, please understand that the person accompanying you may not exercise voting rights or ask questions at the meeting.

4. Matters concerning Measures for Providing Information in Electronic Format

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of Reference Documents for General Meeting of Shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on each of the websites listed below.

The Company's website: https://ir.torex.co.jp/ja/meeting.html (in Japanese)

TSE website (Listed Company Search):

https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show (in Japanese)

(Please access the TSE website above, enter "TOREX SEMICONDUCTOR LTD." in "Issue name (Company name)" or enter the Company's securities code "6616" in "Code," and click "Search," and then click "Basic information" and select "Documents for public inspection/PR information," and refer to the "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" section under "Filed information available for public inspection.")

5. In Case Revisions Are Made to Matters Subject to Measures for Providing Information in Electronic Format

If any revisions are made to matters subject to measures for providing information in electronic format, such information as well as the matters before and after revisions will be posted on each of the websites listed in Item 4. above.

6. Information regarding Exercise of Voting Rights

When exercising voting rights, please refer to "Information regarding Exercise of Voting Rights" (in Japanese only).

- i) If you exercise your voting rights in writing and there is no indication of approval or disapproval of a proposal on the Voting Form, we will treat it as intention of approval.
- ii) If you exercise your voting rights both via the Internet and in writing, voting via the Internet will be treated as the valid exercise of voting rights.
- iii) If you exercise your voting rights multiple times via the Internet, the last one will be treated as the valid exercise of voting rights.
- For this General Meeting of Shareholders, the Company has delivered paper-based documents that include matters subject to
 measures for providing information in electronic format to all shareholders regardless of whether they have requested it or not.
 Among matters subject to measures for providing information in electronic format, the following matters are not provided in the
 documents to be delivered in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company.
 - i) In the Business Report, "System for Ensuring Appropriate Business Operations and Operational Status Thereof"
 - ii) In the Consolidated Financial Statements, "Consolidated Statements of Changes in Equity" and "Notes to the Consolidated Financial Statements."
 - iii) In the Non-consolidated Financial Statements, "Statement of Changes in Equity" and "Notes to the Non-consolidated Financial Statements."

The Audit and Supervisory Committee and the Accounting Auditor have audited the documents subject to audit including the above matters.

- The results of resolutions of this General Meeting of Shareholders will be posted on the Company's website.

To Shareholders,

I would like to express my heartfelt gratitude to you, our shareholders, for your ongoing patronage.

We hereby deliver the 30th Ordinary General Meeting of Shareholders of TOREX SEMICONDUCTOR LTD., which will be held on Wednesday, June 25, 2025.

In the fiscal year ended March 31, 2025, sales remained sluggish due to a prolonged slump in the market and the impact of inventory adjustments, and we recorded impairment losses as extraordinary losses. I apologize for the concern this has caused our shareholders.

Despite the current difficult business conditions, we are confident that the semiconductor market will grow in the near future. We will aim to realize a recovery in business performance from the fiscal year ending March 31, 2026 onward, and to continue our sustainable growth and enhance corporate value by delivering "highly valuable products that are responsive to market demands," as per our Corporate Philosophy.

Going forward, the Company's Group has a mission to contribute to the realization of a sustainable society through its products and business activities, and will strive to build a better and prosperous future with all the stakeholders.

Your continued support will be greatly appreciated.

Takeshi Kimura Representative Director, President June 2025

Corporate Philosophy

Our Corporate Philosophy is to endeavor continuously the improvement on our intellect and to be responsive to market demands by creating highly valuable products.

To contribute to the maintenance of our global environment, to the prosperity of our society and at the same time enabling each and everyone involved in our business to prosper.

Reference Documents for the Ordinary General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company strives to continuously improve the corporate value, and at the same time, positions the return of profits to its shareholders as one of the top priority issues in management. Its basic policy is to work to improve stable and continuous shareholder returns, comprehensively taking into consideration the business environment surrounding the Company, level of business performance and other factors, while enhancing its capacity for growth through strategic investments.

Based on this basic policy, for the fiscal year, the Company proposes to pay a year-end dividend of 28 yen per share, the same amount as that for the previous fiscal year.

As an interim dividend of 28 yen per share was paid, the annual dividend for the fiscal year will be 56 yen per share, the same amount as that for the previous fiscal year.

Term-end dividend

- (1) Type of dividend property Cash
- Matters regarding allocation of dividend property and the total amount 28 yen per share of common stock of the Company Total amount of dividend 304,373,076 yen
- (3) Effective date of distribution of surplus June 26, 2025.

Proposal No. 2 Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

One of the Company's most important management policies is to build and maintain environments that support the growth of employees and organizations and where employees can work with peace of mind, and environments where employees can engage in fulfilling work. The Company aims to enhance medium- to long-term corporate value by raising productivity and vitalizing entire organizations through the realization of environments that enable employees to achieve optimal performance.

Under this policy, the Company will change its head office location from Chuo-Ku, Tokyo, to Koto-Ku, Tokyo. Therefore, the Company proposes to make changes to Article 3. (Head Office Location) and to establish supplementary provisions setting forth provisional measures related to these changes.

2. Details of the amendments

Details of the amendments are as follows:

Details of the amendments are as follows.	(Changes are as underlined)
Current articles of incorporation	Proposed amendments
Chapter I General Provisions	Chapter I General Provisions
(Head Office Location) Article 3. The head office of the Company is located in <u>Chuo-Ku</u> , Tokyo.	(Head Office Location) Article 3. The head office of the Company is located in <u>Koto-Ku</u> , Tokyo.
Supplementary Provisions	Supplementary Provisions
(Transitional measures concerning exemption from liability of Audit and Supervisory Board Members) The Company may, by resolution of the Board of Directors, exempt Audit and Supervisory Board members(s) (including former Audit and Supervisory Board member(s)) from their liability for damages arising from their conduct prior to the conclusion of the 21st General Meeting of Shareholders, under Article 423, Paragraph (1) of the Companies Act, up to the extent obtained by deducting the minimum liability limit prescribed by laws and regulations from the liability, if the requirement by the law is met.	(Transitional measures concerning exemption from liability of Audit and Supervisory Board Members) <u>Article 1.</u> The Company may, by resolution of the Board of Directors, exempt Audit and Supervisory Board members(s) (including former Audit and Supervisory Board member(s)) from their liability for damages arising from their conduct prior to the conclusion of the 21st General Meeting of Shareholders, under Article 423, Paragraph (1) of the Companies Act, up to the extent obtained by deducting the minimum liability limit prescribed by laws and regulations from the liability, if the requirement by the law is met.
(Newly established)	(Entry into effect) <u>Article 2. The changes to Article 3 of the Articles of</u> <u>Incorporation (Head Office Location) shall</u> <u>be effective from the date of the change of</u> <u>head office location to be determined at a</u> <u>meeting of the Board of Directors to be held</u> <u>no later than November 30, 2025. This</u> <u>Provision shall be deleted after the change of</u> <u>head office has come into effect.</u>

Proposal No. 3 Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all seven Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the closing of this Ordinary General Meeting of Shareholders. Accordingly, the Company hereby proposes the election of seven Directors (excluding Directors who are Audit and Supervisory Committee Members). This proposal has been agreed upon the discussion at the Nomination and Remuneration Committee. In addition, the Audit and Supervisory Committee confirmed it should not have audit exception.

Candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

Candidate number	Name		Gender	Current positions and responsibilities at the Company	Record of attendance at the Board of Directors Meetings in the fiscal 2024
1	Koji Shibamiya	Reelection	Male	Representative Director, Chairman	17/17 (100%)
2	Takeshi Kimura	Reelection	Male	Representative Director, President	17/17 (100%)
3	Takashi Miyata	Reelection	Male	Director, Corporate Officer, General Manager of Quality & Production Engineering Headquarters	17/17 (100%)
4	Shigeki Sakurai	Reelection	Male	Director, Corporate Officer, General Manager of Administration Headquarters	17/17 (100%)
5	Takashi Maegawa	Reelection	Male	Director, Corporate Officer, General Manager of Corporate Planning Headquarters	13/13 (100%)
6	Tomoharu Yamamoto	Reelection	Male	Director, Corporate Officer, General Manager of Sales and Marketing Headquarters	12/13 (92.31%)
7	Hiroyuki Ishii	Reelection	Male	Director	16/17 (94.12%)

(Notes) 1. There is no special interest between each of the candidates and the Company.

2. The Company has entered into a Directors and Officers Liability Insurance policy with insurance company as stipulated in Article 430-3, Paragraph (1) of the Companies Act. The details of the policy are as described in the page 30 of the Business Report (in Japanese only) "2-(3) 3) Summary of the directors and officers liability insurance." If each of the candidates is reelected as Director, they will be included as insured in the policy. The Company plans to renew the policy with the same coverage at next renewal time.

Candidate number	Name (Date of Birth)	Career summary and positions and responsibilities at the Company		Number of the Company's shares owned
1	Koji Shibamiya (June 8, 1960) Reelection Record of attendance at the Board of Directors Meetings 17/17 (100%)	Apr. 1983 Aug. 1986 Oct. 1987 Apr. 1993 July 1999 June 2002 June 2009 June 2014 June 2015 June 2016 June 2020 Apr. 2024	 Joined Abe Photo Printing Co., Ltd. (currently, Abeism Corporation) Joined Nippon Precision Circuits Inc. (currently, Seiko NPC Corporation) Joined Ricoh Company, Ltd. Joined Phenitec Semiconductor Corp. Joined the Company Director and General Manager of Sales Headquarters, the Company Managing Director and General Manager of Sales Headquarters, the Company Executive Director and General Manager of Business Headquarters, the Company Representative Director, President, the Company Representative Director, President, the Company Representative Director, President, and General Manager of Domestic Sales Headquarters, the Company Representative Director, President, and General Manager of Domestic Sales Headquarters, the Company Representative Director, Chairman, the 	297,900 shares
	Significant concurrent positions N/A <reasons a="" as="" case<="" for="" nomination="" p=""></reasons>	ndidate for Dir	ector>	
	Group, having held key senior Representative Director, Presider Mr. Shibamiya is expected to pla experiences and knowledge, and	roles in Sale at from 2015 to y roles of making contribute to th	and broad insight as the manager of the Company s, Development, and Production Departments, an March 2024, and as Representative Director, Chairn ing important decisions and supervising managemen e Company's Group's sustainable growth and mid- to as re-nominated him as a candidate for Director.	d having served as han since April 2024. t executions with his

Candidate number	Name (Date of Birth)		Number of the Company's shares owned			
2	Takeshi Kimura (January 10, 1966) Reelection Record of attendance at the Board of Directors Meetings 17/17 (100%)	Apr. 1989 Apr. 2003 Apr. 2007 June 2015 June 2016 June 2018 June 2020 Sept. 2021 Apr. 2023 Apr. 2024	 Joined Ricoh Company, Ltd. Joined Torex Device Co. Ltd. (currently, the Company) Senior Manager of R&D Headquarters, Unit I, the Company Corporate Officer and General Manager of Business Headquarters, the Company Director, Corporate Officer and General Manager of Business Headquarters, the Company Director, Managing Executive Officer and General Manager of Sales Headquarters, the Company Director, Managing Executive Officer and General Manager of R&D Headquarters, the Company Director, Managing Executive Officer, General Manager of R&D Headquarters and Senior General Manager of Administration Headquarters, the Company Director, Senior Executive Officer and General Manager of R&D Headquarters, the Company 	38,600 shares		
	Significant concurrent positions outside the Company> N/A <reasons a="" as="" candidate="" director="" for="" nomination=""> Mr. Takeshi Kimura has held key senior roles in Development, Sales, and Administrative Departments, and has extensive experience and broad insight regarding the management of the Company's business and the semiconductor industry. He assumed the office of Representative Director, President in April 2024, and has driven the Group toward the realization of the Company's Corporate Philosophy and increases in the value of the TOREX brand by exercising strong leadership. Mr. Kimura is expected to play roles of making important decisions and supervising management executions with his experiences and knowledge, and contribute to the Company's Group's sustainable growth and mid- to long-term corporate</reasons>					

Candidate number	Name (Date of Birth)		Career summary and positions and responsibilities at the Company	Number of the Company's shares owned		
	Takashi Miyata (August 15, 1963) Reelection Record of attendance at the Board of Directors Meetings 17/17 (100%)	Mar. 1986 Sept. 2014 Nov. 2015 July 2016 June 2020	Joined Ricoh Company, Ltd. Joined the Company Senior Manager of Quality Assurance Department, the Company (Current) Corporate Officer and Senior Manager of Quality Assurance Department, the Company Director, Corporate Officer and General Manager of Quality & Production Engineering Headquarters, the Company (Current)	7,107 shares		
3	<significant company="" concurrent="" outside="" positions="" the=""> Chairman, TOREX VIETNAM SEMICONDUCTOR CO., LTD. <reasons a="" as="" candidate="" director="" for="" nomination=""> Mr. Takashi Miyata has supervised Production & Quality Assurance Department with his extensive experience and advanced knowledge specifically in semiconductor quality assurance, and has contributed to maintaining and improving quality and production system of the Company's products. Mr. Miyata is expected to play roles of making important decisions and supervising management executions with his experiences and knowledge, and contribute to the Company's Group's sustainable growth and mid- to long-term corporate value improvement. The Company, therefore, has re-</reasons></significant>					
	nominated him as a candidate for Shigeki Sakurai (December 20, 1961) Reelection Record of attendance at the Board of Directors Meetings 17/17 (100%)	Apr. 1984 June 2013 June 2015 Mar. 2017 June 2022	Joined The Chugoku Bank, Ltd. General Manager of Risk Management Department, The Chugoku Bank, Ltd. General Manager of Compliance Department, The Chugoku Bank, Ltd. Outside Director, Okura Industrial Co., Ltd. (Audit and Supervisory Committee Member, Full-time) Director, Corporate Officer and General Manager of Administration Headquarters, the Company (Current)	900 shares		
4	management department and con banking, finance, accounting a enhancement of financial strengtl important decisions and supervis	CTOR (S) PTE orp. MICONDUCT CTOR DEVICE CTOR TAIWAL MICONDUCT adidate for Dire roles at a fina appliance depart and risk comp and risk mana ing managemen growth and min	OR EUROPE LIMITED E (Shanghai) CO., LTD. N LTD. FOR CO., LTD. ector> ncial institution, including branch manager, gene tment, and has extensive experience and advanced l liance. He supervises the Administration Headq agement of the Company. Mr. Sakurai is expected to nt executions with his experiences and knowledge, d- to long-term corporate value improvement. The	knowledge related to uarters, driving the play roles of making and contribute to the		

Candidate number	Name (Date of Birth)		Number of the Company's shares owned	
5	Takashi Maegawa (May 12, 1966) Reelection Record of attendance at the Board of Directors Meetings 13/13 (100%)	Apr. 1989 Jan. 1999 Apr. 2009 Apr. 2012 Apr. 2017 June 2020 Apr. 2022 June 2024 Apr. 2025	Joined Ricoh Company, Ltd. Joined Torex Device Co. Ltd. (currently, the Company) Senior Manager of Design and Development Department, Torex Device Co. Ltd. Senior Manager of Marketing Department, Sales Headquarters, the Company Senior Manager of Business Unit 2, Business Headquarters, the Company Senior Manager of Corporate Planning Department, Business Strategy Headquarters, the Company Corporate Officer and Senior Manager of Corporate Planning Department, the Company Corporate Officer and General Manager of Corporate Planning Headquarters, the Company Director, Corporate Officer and General Manager of Corporate Planning Headquarters, the Company	105,300 shares
	experience in the semiconduct committed to formulation of m Corporate Planning Headquarter management executions with h	or Corp. ndidate for Dir- the person resp or industry and anagement stra s. Mr. Maegawa is experiences		ies. He is currently General Manager of ions and supervising Group's sustainable

-	1	1		I				
		Apr. 1991	Joined CENTRAL AUTOMOTIVE					
			PRODUCTS LTD.					
		Feb. 1996	Joined ROHM COMPANY LIMITED					
		Dec. 2002	Joined TOREX USA Corp.					
	Tomoharu Yamamoto	June 2006	Transferred to the Company					
			Seconded to TOREX USA Corp.					
	(October 10, 1966) Reelection	Oct. 2009 Director (CEO), TOREX USA Corp.						
	Reelection	June 2020	Corporate Officer and General Manager of	2,100 shares				
	Record of attendance at the		Product Planning & Overseas Sales	2,100 shares				
	Board of Directors Meetings		Management Headquarters, the Company					
	12/13 (92.31%)	Apr. 2024	Corporate Officer and General Manager of					
	12/15 (52.5170)		Sales and Marketing Headquarters, the					
			Company					
		June 2024 Director, Corporate Officer and General						
6			Manager of Sales and Marketing Headquarters,					
0								
	<significant company="" concurrent="" outside="" positions="" the=""></significant>							
	Director, TOREX SEMICONDUCTOR (S) PTE LTD							
	Director (Secretary), TOREX US	A Corp.						
	Director, TOREX SEMICONDU		PE LIMITED					
	Director, TOREX (HONG KONG	·						
	Director, TOREX SEMICONDUCTOR DEVICE (Shanghai) CO., LTD.							
	Director, TOREX SEMICONDUCTOR TAIWAN LTD.							
	<reasons a="" as="" candidate="" director="" for="" nomination=""></reasons>							
	Mr. Tomoharu Yamamoto served as CEO of a sales subsidiary in the U.S. for many years and has experience and advanced							
	knowledge in overseas semiconductor businesses. He currently supervises the Sales Department and overseas sales							
	subsidiaries, and is committed to the global expansion and the cultivation of new markets of the Company. Mr. Yamamoto							
	is expected to play roles of making important decisions and supervising management executions with his experiences and							
	C 1	· ·	Group's sustainable growth and mid- to long-te	erm corporate value				
	improvement. The Company, therefore, has re-nominated him as a candidate for Director.							

		Apr. 1984	Joined Phenitec Semiconductor Corp.					
		Feb. 2003	General Manager of Technical Division,					
			Production Engineering Headquarters, Phenitec					
			Semiconductor Corp.					
		Apr. 2008	Operating Officer and General Manager of					
			Technical Division, Production Engineering					
			Headquarters, Phenitec Semiconductor Corp.					
		June 2015	Director and General Manager of Technical					
	Hiroyuki Ishii		Division, Production Engineering Headquarters					
	(October 5, 1961)		and General Manager of Development					
	Reelection		Division, Phenitec Semiconductor Corp.					
		Apr. 2016	Director and Assistant Executive General	21,250 shares				
	Record of attendance at the	_	Manager of Production Engineering					
	Board of Directors Meetings		Headquarters, Phenitec Semiconductor Corp.					
	16/17 (94.12%)	Sept. 2017	Director and Department Head of Business					
		_	Planning Department, Phenitec Semiconductor					
7			Corp.					
		June 2019	Director, Senior Operating Officer and					
			Department Head of Business Planning					
			Department, Phenitec Semiconductor Corp.					
		June 2020	Representative Director, President, Phenitec					
			Semiconductor Corp. (Current)					
		June 2020	Director, the Company (Current)					
	<significant concurrent="" position<="" td=""><td>s outside the Co</td><td>ompany></td><td></td></significant>	s outside the Co	ompany>					
	Representative Director, Preside	nt, Phenitec Sei	niconductor Corp.					
	<reasons a="" as="" ca<="" for="" nomination="" td=""><td>indidate for Dire</td><td>ector></td><td></td></reasons>	indidate for Dire	ector>					
	-	-	Director, President of Phenitec Semiconductor Corp	-				
		e	ring & Development Department and Corporate Plar	e .				
	-		e experience and advanced knowledge in production	-				
		well as the Company's Group's business management. He has been contributing to the expansion of business through the						
		-	to play roles of making important decisions and super					
	-	-	, and contribute to the Company's Group's sustainal	-				
	to long-term corporate value imp	provement. The	Company, therefore, has re-nominated him as a cand	lidate for Director.				

Reference

Director Skill Matrix after this Ordinary General Meeting of Shareholders

When selecting the candidates for Director, the Company aims to maintain a balance of knowledge, experience and ability as well as secure diversity among the Board of Directors as a whole, by bringing Outside Directors who have experiences in corporate management at other companies, and advanced knowledge and expertise in law, accounting and other areas on board, while securing a given number of internal Directors who are familiar with the Group's business or management.

According to the Corporate Philosophy and management strategy, the Company has determined the expertise and experiences that we believe the Board of Directors should possess to properly perform decision making and supervisory function as follows:

In addition, the Company deems insight regarding governance and sustainability as a skill that all members of the Board of Directors should have, and does not include this in the items of the matrix.

					Expertise	/ Experience		
Na	me	Position at the Company	Corporate management	Finance / Accounting	Legal / Risk Compliance	Manufacturing / R&D / Quality Assurance	Sales / Marketing	International Experience / Global
Koji Shibamiya		Representative Director, Chairman	0			0	0	0
Takeshi Kimura		Representative Director, President	0			0	0	0
Takashi Miyata		Director, Corporate Officer	0			0		
Shigeki Sakurai		Director, Corporate Officer		0	0		0	
Takashi Maegawa		Director, Corporate Officer				0	0	
Tomoharu Yamamoto		Director, Corporate Officer					0	0
Hiroyuki Ishii		Director	0			0		0
Kotaro Ikeda	[Outside] [Independent]	Director (Audit and Supervisory Committee Member / full- time)	0	0	0			
Naotaka Kawamata	[Outside] [Independent]	Director (Audit and Supervisory Committee Member)			0			
Yumi Hirose	[Outside] [Independent]	Director (Audit and Supervisory Committee Member)		0	0			
Satoshi Sonoda	[Outside] [Independent]	Director (Audit and Supervisory Committee Member)	0		0		0	0