



10 Anson Road, #28-01 International Plaza
Singapore 079903

**NOTICE OF 2023 ANNUAL GENERAL MEETING OF MEMBERS
To Be Held on December 27, 2023**

To the Shareholders of GUARDFORCE AI CO., LIMITED:

Notice is hereby given that the 2023 Annual General Meeting of Members (the “Annual Meeting”) of Guardforce AI Co., Limited, a Cayman Islands exempted company with limited liability (the “Company,” “we,” “us” or “our”) will be held on as an electronic meeting via virtual attendance and participation by members and/or proxies by means of Zoom at <https://us06web.zoom.us/j/4690654560?omn=88472744410> (Meeting ID: 469 065 4560; find your local number at <https://us06web.zoom.us/j/4690654560?omn=88472744410>) at 11:00 a.m., Hong Kong Standard Time, on Wednesday, December 27, 2023 (10:00 p.m., Eastern Standard Time, on Tuesday, December 26, 2023). The Annual Meeting is held for the following purposes:

1. To elect four persons to the Board of Directors of the Company, each to serve until the next annual general meeting of members, or until such person’s successor is duly elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal;
2. To ratify the appointment of PKF Littlejohn LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023; and
3. To approve an amendment to the Guardforce AI Co., Limited 2022 Equity Incentive Plan (the “Plan”) to increase the total number of Ordinary Shares available for grant under the Plan from 79,500 ordinary shares, par value \$0.12 per share (as may be adjusted for share splits, reverse share splits, share dividends, recapitalization or other similar events from time to time, the “Ordinary Shares”), to an aggregate number of Ordinary Shares that may be reserved for issuance under the Plan as may be determined, in its sole and absolute discretion, by the Committee (as defined in the Plan) or the board of directors of the Company, which shall not exceed 15% of the issued and outstanding Ordinary Shares at the time of the granting of awards, less the aggregate number of Ordinary Shares then reserved for issuance pursuant to any other share compensation arrangement, and the Amendment No.1 to the Plan attached to the proxy statement of the Company dated December 4, 2023 as Appendix A be adopted and approved in all respects with immediate effect.

The foregoing items of business are more fully described in the proxy statement accompanying this Notice. We are not aware of any other business to come before the Annual Meeting.

Only shareholders of record at the close of business on November 30, 2023 are entitled to notice and to vote at the Annual Meeting and any adjournment or postponement thereof.

It is important that your shares are represented at the Annual Meeting. We urge you to review the attached Proxy Statement and, whether or not you plan to attend the Annual Meeting in person, please vote your shares promptly by casting your vote via the Internet or, if you prefer to mail your proxy or voter instructions, please complete, sign, date, and return your proxy or vote instruction form in the pre-addressed envelope provided, which requires no additional postage if mailed in the United States. You may revoke your vote by submitting a subsequent vote over the Internet or by mail before the Annual Meeting, or by voting in person at the Annual Meeting.

If you plan to attend the Annual Meeting, please notify us of your intentions. This will assist us with meeting preparations. If your shares are not registered in your own name and you would like to attend the Annual Meeting, please follow the instructions contained in the proxy materials that are being mailed to you and any other information

forwarded to you by your broker, trust, bank, or other holder of record to obtain a valid proxy from it. This will enable you to gain admission to the Annual Meeting and vote in person.

By Order of the Board of Directors,

/s/ Lei Wang

Lei Wang
Chair of the Board

December 4, 2023

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE
ANNUAL MEETING OF MEMBERS TO BE HELD ON DECEMBER 27, 2023**

This Notice, Proxy Statement and our Annual Report for fiscal year ended December 31, 2022, are available online at <https://ir.guardforceai.com/corporate-governance/governance-documents/>

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GUARDFORCE AI CO., LIMITED
10 Anson Road, #28-01 International Plaza
Singapore 079903

PROXY STATEMENT

This Proxy Statement and the accompanying proxy are being furnished with respect to the solicitation of proxies by the Board of Directors of Guardforce AI Co., Limited, a Cayman Islands exempted company with limited liability (the “Company,” “we,” “us” or “our”), for the 2023 Annual General Meeting of Members (the “Annual Meeting”). The Annual Meeting is to be held as an electronic meeting via virtual attendance and participation by members and/or proxies by means of Zoom at <https://us06web.zoom.us/j/4690654560?omn=88472744410> (Meeting ID: 469 065 4560; find your local number at [https://us06web.zoom.us/u/k1O15Fk69](https://us06web.zoom.us/j/4690654560?omn=88472744410)) at 11:00 a.m., Hong Kong Standard Time, on Wednesday, December 27, 2023 (10:00 p.m., Eastern Standard Time, on Tuesday, December 26, 2023).

We will send or make these proxy materials available to shareholders on or about December 8, 2023.

GENERAL INFORMATION

Purpose of Annual Meeting

The purposes of the Annual Meeting are to seek shareholder approval of the following proposals:

- (i) to elect four persons to the Board of Directors of the Company, each to serve until the next annual general meeting of members, or until such person’s successor is duly elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal;
- (ii) to ratify the appointment of PKF Littlejohn LLP (“PKF”) as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023; and
- (iii) To approve an amendment to the Guardforce AI Co., Limited 2022 Equity Incentive Plan (the “Plan”) to increase the total number of Ordinary Shares available for grant under the Plan from 79,500 ordinary shares, par value \$0.12 per share (as may be adjusted for share splits, reverse share splits, share dividends, recapitalization or other similar events from time to time, the “Ordinary Shares”), to an aggregate number of Ordinary Shares that may be reserved for issuance under the Plan as may be determined, in its sole and absolute discretion, by the Committee (as defined in the Plan) or the board of directors of the Company, which shall not exceed 15% of the issued and outstanding Ordinary Shares at the time of the granting of awards, less the aggregate number of Ordinary Shares then reserved for issuance pursuant to any other share compensation arrangement.

The Board recommends a vote FOR each proposal.

Will there be any other items of business on the agenda?

The Board knows of no other matters that will be presented for consideration at the Annual Meeting. Nonetheless, in case there is an unforeseen need, the accompanying proxy gives discretionary authority to the persons named on the proxy with respect to any other matters that might be brought before the Annual Meeting or at any postponement or adjournment of the Annual Meeting. Those persons intend to vote that proxy in accordance with their judgment. If for any reason any of the nominees are not available as candidates for director, and our Board has not determined or reduced the authorized maximum number of directors on our Board, the persons named as proxy holders will vote your proxy for such other candidate or candidates as may be nominated by the Board.

Who is entitled to vote at the Annual Meeting?

Only shareholders of record of our ordinary shares of a par value of US\$0.12 each (the “Ordinary Shares”), as of the close of business on November 30, 2023 (the “Record Date”) are entitled to notice and to vote at the Annual Meeting and any adjournment(s) or postponement(s) thereof.

Each fully paid Ordinary Share is entitled to one vote on each matter properly brought before the Annual Meeting. The enclosed proxy card or voting instruction card shows the number of shares you are entitled to vote at the Annual Meeting.

Shareholder of Record: Shares Registered in Your Name

If on the Record Date your shares were registered directly in your name with the Company, then you are a shareholder of record. As a shareholder of record, you may vote in person at the Annual Meeting or vote by proxy. Whether or not you plan to attend the Annual Meeting, to ensure your vote is counted, we encourage you to vote either by Internet or by filling out and returning the enclosed proxy card.

Beneficial Owner: Shares Registered in the Name of a Broker or Bank

If on the Record Date your shares were held in an account at a brokerage firm, bank, dealer, or other similar organization, then you are the beneficial owner of shares held in “street name” and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the shareholder of record for purposes of voting at the Annual Meeting. As the beneficial owner, you have the right to direct your broker or other agent on how to vote the shares in your account. Your broker will not be able to vote your shares unless your broker receives specific voting instructions from you. We strongly encourage you to vote.

What constitutes a quorum and how will votes be counted?

The quorum for our Annual Meeting is two (2) Members entitled to vote and present in person or by proxy representing not less than one-third of the votes attached to the then issued share capital of the Company throughout the meeting. If, within half an hour from the time appointed for our Annual Meeting (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) a quorum is not present, then the Annual Meeting will be adjourned (in accordance with the provisions of our existing articles of association) to the same day in the next week at the same time and place, or to such time and (where applicable) such place(s) and in such form and manner (i.e. a physical meeting, hybrid meeting or electronic meeting in accordance with the provisions of our existing articles of association) as the chairman of the meeting (or in default, the board) may absolutely determine.

Votes Required

Each of the proposals requires the affirmative vote of a simple majority of the votes of the shareholders (or their duly appointed proxies) entitled to vote and voting on such proposal.

How do I vote?

Your shares may only be voted at the Annual Meeting if you are present in person or are represented by proxy. Whether or not you plan to attend the Annual Meeting, we encourage you to vote by proxy to ensure that your shares will be represented.

You may vote using any of the following methods:

- *By Internet.* You may vote by using the Internet in accordance with the instructions included in the proxy card. The Internet voting procedures are designed to authenticate shareholders’ identities, to allow shareholders to vote their shares and to confirm that their instructions have been properly recorded.
- *By Mail.* Shareholders of record as of the Record Date may submit proxies by completing, signing and dating their proxy cards and mailing them in the accompanying pre-addressed envelopes. If you return your signed proxy but do not indicate your voting preferences, your shares will be voted on

your behalf “FOR” each of the proposals. Shareholders who hold shares beneficially in street name may provide voting instructions by mail by completing, signing and dating the voting instruction forms provided by their brokers, banks or other nominees and mailing them in the accompanying pre-addressed envelopes.

- *By Fax.* You may vote by proxy by marking the enclosed proxy card, dating and signing it, and faxing it according to the fax number provided on the enclosed proxy.
- *Via Zoom at the Annual Meeting.* Shares held in your name as the shareholder of record may be voted on via Zoom at the Annual Meeting or at any postponement or adjournment of the Annual Meeting. Shares held beneficially in street name may be voted via Zoom only if you obtain a legal proxy from the broker, bank or nominee that holds your shares giving you the right to vote the shares. ***Even if you plan to attend the Annual Meeting via Zoom, we recommend that you also submit your proxy or voting instructions by mail or Internet so that your vote will be counted if you later decide not to attend the Annual Meeting.***

Revoking Your Proxy

Even if you execute a proxy, you retain the right to revoke it and to change your vote by notifying us at any time before your proxy is voted. Mere attendance at the meeting will not revoke a proxy. Such revocation may be effected by following the instructions for voting on your proxy card or vote instruction form. Unless so revoked, the shares represented by proxies, if received in time, will be voted in accordance with the directions given therein. However, if you are shareholder of record, delivery of a proxy would not preclude you from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

If the Annual Meeting is postponed or adjourned for any reason, at any subsequent reconvening of the Annual Meeting, all proxies will be voted in the same manner as the proxies would have been voted at the original convening of the Annual Meeting (except for any proxies that have at that time effectively been revoked or withdrawn), even if the proxies had been effectively voted on the same or any other matter at a previous Annual Meeting.

Proxy Solicitation Costs

We will bear the entire cost of this solicitation of proxies, including the preparation, assembly, printing, and mailing of the proxy materials that we may provide to our shareholders. Copies of solicitation material will be provided to brokerage firms, fiduciaries and custodians holding shares in their names that are beneficially owned by others so that they may forward the solicitation material to such beneficial owners. We may solicit proxies by mail, and the officers and employees of the Company, who will receive no extra compensation therefore, may solicit proxies personally or by telephone. The Company will reimburse brokerage houses and other nominees for their expenses incurred in sending proxies and proxy materials to the beneficial owners of shares held by them.

PROPOSAL NO. 1 ELECTION OF DIRECTORS

The Board is responsible for establishing broad corporate policies and monitoring the overall performance of the Company. It selects the Company's executive officers, delegates authority for the conduct of the Company's day-to-day operations to those officers, and monitors their performance. Members of the Board are kept informed of the Company's business by participating in Board and committee meetings, by reviewing analysis and reports, and through discussions with the Chairman and other officers.

There are currently four directors serving on the Board. At the Annual Meeting, four directors will be elected. The individuals who have been nominated for election to the Board at the Annual Meeting are listed in the table below. Each of the nominees is a current director.

If, as a result of circumstances not now known or foreseen, any of the nominees is unavailable to serve as a nominee for director at the time of the Annual Meeting, the holders of the proxies solicited by this proxy statement may vote those proxies either (i) for the election of a substitute nominee who will be designated by the proxy holders or by the present Board or (ii) for the balance of the nominees, leaving a vacancy. Alternatively, the size of the Board may be reduced accordingly. The Board has no reason to believe that any of the nominees will be unwilling or unable to serve, if elected as a director. **Proxies submitted on the accompanying proxy card will be voted for the election of the nominees listed below, unless the proxy card is marked otherwise.**

Director Nominees

The names, the positions and the ages as of the Record Date of the individuals who are our nominees for election as directors are:

Name	Age	Position with the Company	Term as Director
Lei Wang	41	Chair of the Board	January 2020 – Present
John Fletcher	54	Independent Director	February 2021 – Present
David Ian Viccars	70	Independent Director	February 2021 – Present
Donald Duane Pangburn	80	Independent Director	September 2021 – Present

Director Qualifications – General

Directors are responsible for overseeing our business consistent with their fiduciary duty to shareholders. This significant responsibility requires highly-skilled individuals with various qualities, attributes and professional experience. The Board believes that there are general requirements for service on our Board that are applicable to all directors and that there are other skills and experience that should be represented on the Board as a whole but not necessarily by each director. When evaluating candidates for nomination as new directors, the Board and the Nominating and Corporate Governance Committee of the Board consider the qualifications of director candidates individually and in the broader context of the Board's overall composition and our current and future needs.

Qualifications for All Directors

In its assessment of each potential candidate, including those recommended by shareholders, the Nominating and Corporate Governance Committee considers the nominee's judgment, integrity, experience, independence, understanding of our business or other related industries and such other factors the Nominating and Corporate Governance Committee determines are pertinent in light of the current needs of the Board. The Nominating and Corporate Governance Committee also takes into account the ability of a director to devote the time and effort necessary to fulfill his or her responsibilities to us.

The Board and the Nominating and Corporate Governance Committee require that each director be a recognized person of high integrity with a proven record of success in his or her field. Each director must demonstrate innovative thinking, familiarity with and respect for corporate governance requirements and practices, an appreciation of multiple cultures and a commitment to sustainability and to dealing responsibly with social issues. In addition to

the qualifications required of all directors, the Board assesses intangible qualities including the individual's ability to ask difficult questions and, simultaneously, to work collegially.

The Board does not have a specific diversity policy, but considers diversity of race, ethnicity, gender, age, cultural background and professional experiences in evaluating candidates for Board membership. Diversity is important because a variety of points of view contribute to a more effective decision-making process.

Qualifications, Attributes, Skills and Experience to be Represented on the Board as a Whole

The Board has identified particular qualifications, attributes, skills and experience that are important to be represented on the Board as a whole, in light of our current needs and business priorities. We are a NASDAQ listed company and a global integrated security solutions provider that is focused on developing robotic solutions and information security services that complement our well-established secured logistics business. Therefore, the Board believes that a diversity of professional experiences in the secured logistics industry, specific knowledge of key geographic growth areas, and knowledge of U.S. capital markets and of U.S. accounting and financial reporting standards should be represented on the Board. In addition, the market in which we compete is characterized by rapid technological change, evolving industry standards, introductions of new products, and changes in customer demands that can render existing products obsolete and unmarketable. Our future success depends upon our ability to address the increasingly sophisticated needs of our customers by supporting existing and emerging hardware, software, database, and networking platforms and by developing and introducing enhancements to our existing products and new products on a timely basis that keep pace with technological developments, evolving industry standards, and changing customer requirements, through strong focus on research and development. Therefore, the Board believes that academic and professional experience in research and development in the technology industry should also be represented on the Board.

Summary of Qualifications of Nominees for Director

Set forth below is a narrative disclosure that summarizes some of the specific qualifications, attributes, skills and experiences of our directors:

Ms. Lei Wang. Ms. Lei Wang has been the Chief Executive Officer of the Company since June 2019. She was elected as our director in January 2020 and has served as the Chair of the Board since August 2022. Ms. Wang has been the Vice Chairwoman of the Board of China Security Co., Ltd. (A-Share Stock Code of PRC: SH600654) since December 2017 and Director since May 2017 till present, served as the President since December 2017 till June 2019. Ms. Wang was the Director of Wuxi Wanjia Ankang Technology Co., Ltd. since August 2019 till August 2022, and the Director of Shenzhen Zhonghe Energy Storage Technology Co., Ltd. since October 2021 till present. Ms. Wang graduated from the Chinese University of Hong Kong with an MBA degree in November 2014.

Mr. John Fletcher. Mr. John Fletcher has been a non-executive, independent director since February 2021. He is an experienced investment banking professional who has completed approximately 125 transactions including equity and debt financings, M+A and advisory work, raising more than \$5 billion for companies. Mr. Fletcher has been an integral part of growing an undercapitalized boutique investment bank through many market cycles over the last 25 years. Mr. Fletcher's career began in accounting, from 1993 to 1996, at Deloitte& Touch LLP, where he served as an in-charge accountant for both public and private companies. Mr. Fletcher left Deloitte to join Brean Capital, LLC in 1996. At Brean, Mr. Fletcher ran an investment banking department of 20 people, as well as was part of the Firm's Management Committee. After leaving Brean in 2013, he joined Maxim Group LLC as a Managing Director in investment banking focusing on Global Resources prior to buying an investment bank with partners. He left Maxim in 2015. From 2016 to the present, he served as the Chief Operating Officer of Pluris Capital Group and is a co-owner. From 2017 to the present, he also served as the Chief Financial Officer of Rebus Capital Group, LLC., a financial consulting firm that the principals of Pluris formed in July of 2017. Mr. Fletcher graduated from Wilkes University with a master's degree in Business Administration in 1992.

Mr. David Ian Viccars. Mr. David Ian Viccars has been a non-executive, independent director since February 2021. He has a 20-year record of security leadership. Mr. Viccars retired in 2018. Prior to that, from 2014 to 2018, Mr. Viccars served as the Asia Region Security Consultant for Panicguard and DHL, and also as the Director Security Consulting for Vinarco International. From 2011 to 2014, Mr. Viccars also served as the Asia Business

Development & Risk Manager for Securitas Asia, with responsibility for creating a profitable, growing, ethical, compliant, safe and sustainable total security and systems integration business within Asia for Securitas.

Mr. Donald Duane Pangburn. Mr. Pangburn has served as a non-executive, independent director since September 28, 2021. Since his retirement in 2016, Mr. Pangburn has been active in personal investing and providing consulting services to friends and relatives. From 1991 to 2016, Mr. Pangburn was North America Director for the international CPA organization Horwath International and served on the organization’s executive council. Mr. Pangburn specialized in providing services primarily to SEC reporting clients in the United States, Hong Kong, Taiwan, Mainland China, Singapore and Malaysia. He also served clients in Europe, including France, the UK, and Austria. Mr. Pangburn is a Certified Public Accountant (CPA) in the United States. Mr. Pangburn graduated from University of Montana business school with a BA in business in 1965.

Board Diversity Matrix (As of December 4, 2023)				
Country of Principal Executive Offices:	Singapore			
Foreign Private Issuer	Yes			
Disclosure Prohibited under Home Country Law	No			
Total Number of Directors	4			
	Female	Male	Non-Binary	Did Not Disclose Gender
Part I: Gender Identity				
Directors	1	3	0	0
Part II: Demographic Background				
Underrepresented Individual in Home Country Jurisdiction	1			
LGBTQ+	0			
Did Not Disclose Demographic Background	0			

Vote Required

The election of each nominee for director requires the affirmative vote of a simple majority of the votes of the shareholders entitled to vote and voting on the proposal, present in person or by proxy.

Recommendation of the Board

The Board recommends a vote **FOR** the election of the nominees listed above.

PROPOSAL NO. 2
RATIFICATION OF SELECTION OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Background

The Audit Committee has selected PKF, which has served as our independent registered public accounting firm since 2021, to serve as the Company's independent auditors for the fiscal year ending December 31, 2023. We are asking our shareholders to ratify our company's selection of PKF as our independent registered public accounting firm at the Annual Meeting. Although ratification is not required by our Articles of Association or otherwise, the Board is submitting the selection of PKF to our shareholders for ratification as a matter of good corporate governance practice. If the selection is not ratified, the Audit Committee will consider whether it is appropriate to select another registered public accounting firm. Even if the selection is ratified, the Audit Committee in its discretion may select a different registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of our company and our shareholders.

Vote Required

The ratification of the appointment of PKF as our independent registered public accounting firm requires the affirmative vote of a simple majority of the votes of the shareholders entitled to vote and voting on the proposal, present in person or voting by proxy.

Recommendation of the Board

The Board recommends a vote **FOR** ratification of the selection of PKF as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023.

PROPOSAL NO. 3

APPROVAL OF AN AMENDMENT TO THE GUARDFORCE AI CO., LIMITED 2022 EQUITY INCENTIVE PLAN TO INCREASE THE TOTAL NUMBER OF ORDINARY SHARES AVAILABLE FOR GRANT UNDER THE PLAN FROM 79,500 ORDINARY SHARES, TO AN AGGREGATE NUMBER OF ORDINARY SHARES (AS MAY BE ADJUSTED FOR SHARE SPLITS, REVERSE SHARE SPLITS, SHARE DIVIDENDS, RECAPITALIZATION OR OTHER SIMILAR EVENTS FROM TIME TO TIME) THAT MAY BE RESERVED FOR ISSUANCE UNDER THE PLAN AS MAY BE DETERMINED, IN ITS SOLE AND ABSOLUTE DISCRETION, BY THE COMMITTEE (AS DEFINED IN THE PLAN) OR THE BOARD OF DIRECTORS OF THE COMPANY, SHALL NOT EXCEED 15% OF THE OUTSTANDING ORDINARY SHARES AT THE TIME OF THE GRANTING OF AWARDS, LESS THE AGGREGATE NUMBER OF ORDINARY SHARES THEN RESERVED FOR ISSUANCE PURSUANT TO ANY OTHER SHARE COMPENSATION ARRANGEMENT

On January 25, 2022, the Company's board of directors approved and adopted the Guardforce AI Co., Limited 2022 Equity Incentive Plan (the "Plan"), effective immediately upon approval. The Plan covers the grant of awards to our employees, directors, and consultants of the Company or any affiliates, in the form of incentive share options, non-qualified share options, restricted shares, restricted share units, share appreciation rights, performance share awards and performance compensation awards.

Pursuant to the approval of our board of directors and the approval of our shareholders at the Company's extraordinary general meeting held on Tuesday, January 31, 2023 at 11:00 a.m. (Hong Kong standard time), effected a 1-for-40 share consolidation of our Ordinary Shares. On February 2, 2023, Conyers Trust Company (Cayman) Limited, the Secretary of the Company, filed two certificates certifying the ordinary resolutions passed by the shareholders with the Registrar of Companies of the Cayman Islands. The reverse split was consummated upon passing of the ordinary resolutions on January 31, 2023.

As a result of the Company's one-for-forty share consolidation effected on January 31, 2023, the Company only had 79,500 Ordinary Shares available for issuance under the Plan. The proposal seeks to increase the number of Ordinary Shares available for issuance under the Plan to an aggregate number of Ordinary Shares that may be reserved for issuance under the Plan, shall not exceed 15% of the outstanding Ordinary Shares at the time of the granting of awards, less the aggregate number of Ordinary Shares then reserved for issuance pursuant to any other share compensation arrangement.

Proposed Amendment

On November 30, 2023, our Board of Directors approved, subject to shareholder approval, an amendment (the "**Amendment**") to the Plan to increase the total number of Ordinary Shares available for grant under the Plan from 79,500 Ordinary Shares to an aggregate number of Ordinary Shares that may be reserved for issuance under the Plan as may be determined, in its sole and absolute discretion, by the Committee (as defined in the Plan) or the board of directors of the Company, which shall not exceed 15% of the outstanding Ordinary Shares at the time of the granting of awards, less the aggregate number of Ordinary Shares then reserved for issuance pursuant to any other share compensation arrangement.

Why We are Asking our Shareholders to Approve an Amendment to the Plan

We believe that equity-based compensation is fundamental to our ability to attract, retain and motivate highly-qualified, dedicated employees who have the skills and experience required to achieve our business goals. We further believe that a combination of stock options and restricted stock (or restricted stock units) provides a strong link to our long-term performance, creates an ownership culture and generally aligns the interests of our executives and other employees with our shareholders.

A total of 79,500 Ordinary Shares are currently approved by our shareholders to be authorized for issuance under the Guardforce AI Co., Limited 2022 Equity Incentive Plan, of which 73,000 Ordinary Shares remain available for future grants as of December 4, 2023. Accordingly, the Board is asking shareholders to approve an increase in the total number of Ordinary Shares available for grant under the Plan to 15% of the outstanding Ordinary Shares at the time

of the granting of awards, to increase the aggregate limitation on authorized shares available for grant under the Plan. Absent this increase, the Board believes that the limited number of shares currently available for future grants under the Plan would prohibit us from providing meaningful equity compensation to our employees, directors and consultants in the future. If we are unable to provide equity compensation at levels that are consistent with our historical practice and norms within our industry, we expect that we would have considerable difficulty attracting and retaining highly qualified employees, directors and consultants, which could have a material adverse effect on our business.

A full copy of the form of the Plan, as proposed to be amended by the Amendment, is attached as **Appendix A**.

Vote Required

The approval of the amendment to our Plan proposal requires the affirmative vote of a simple majority of the votes of the shareholders entitled to vote and voting on the proposal, present in person or voting by proxy.

Recommendation of the Board

The Board recommends that you vote “**FOR**” the following resolution:

IT IS RESOLVED AS AN ORDINARY RESOLUTION THAT:

“the total number of Ordinary Shares available for grant under the Plan be increased from 79,500 Ordinary Shares to an aggregate number of Ordinary Shares that may be reserved for issuance under the Plan as may be determined, in its sole and absolute discretion, by the Committee (as defined in the Plan) or the board of directors of the Company, which shall not exceed 15% of the issued and outstanding Ordinary Shares at the time of the granting of awards, less the aggregate number of Ordinary Shares then reserved for issuance pursuant to any other share compensation arrangement, and the Amendment No.1 to the Plan (the “**Amendment No.1**”) attached to the proxy statement of the Company dated December 4, 2023 as **Appendix A** be and is hereby adopted and approved in all respects with immediate effect.”

ANNUAL REPORT ON FORM 20-F

We will provide without charge to each person solicited by this Proxy Statement a copy of our Annual Report on Form 20-F, including the financial statements and financial statement schedules, as filed with the SEC for our most recent fiscal year.

OTHER MATTERS

Our Board is not aware of any business to come before the Annual Meeting other than those matters described above in this Proxy Statement. However, if any other matters should properly come before the Annual Meeting, it is intended that proxies in the accompanying form will be voted in accordance with the judgment of the person or persons voting the proxies.

December 4, 2023

By Order of the Board of Directors

/s/ Lei Wang

Lei Wang

Chair of the Board



APPENDIX A
AMENDMENT NO.1 TO GUARDFORCE AI CO., LIMITED 2022 EQUITY INCENTIVE PLAN