

**Zhen Ding Technology Holding Limited**  
**References for 2020 Annual Shareholders' Meeting**

**Time: 9:00 a.m., June 19, 2020**

**Place: No.6, Lane 28, Sanho Road, Sanshi Village, Dayuan District, Taoyuan City, Taiwan, R.O.C. (Conference room on the 4th floor)**

**Ratification Items**

**Proposal 1** **Proposed by the Board of Directors**

**Subject: Ratification of 2019 business report and consolidated financial statements**

**Explanatory Notes:**

1. The Company's Consolidated Financial Statements for 2019 were audited by independent auditors, CPA Yung-Chien, Hsu, and CPA Min-Chuan, Feng of the CPA firm, PricewaterhouseCoopers, Taiwan.
2. For the 2019 Business Report, Independent Auditors' Report and Consolidated Financial Statements, please refer to Attachment 1 and Attachment 3 of the Meeting Handbook.

**Proposal 2** **Proposed by the Board of Directors**

**Subject: Ratification of 2019 earnings distribution**

**Explanatory Notes:**

1. The Company's net profit after tax for 2019 was NT\$8,685,202,303 and the retained earnings available to distribute for the year was NT\$23,383,462,732.
2. Based on the number of shares outstanding at the end of the reporting period of 902,229,887 shares on April 21, 2020, the distribution of cash dividends per share is NT\$4.5 (allocated to NT\$ 1, and below). The Company's 2019 earning distribution is NT\$4,060,034,492. Please refer to Attachment 4 of the Meeting Handbook.
3. After the proposal is ratified in the Shareholders' Meeting, the Chairman is authorized to determine ex-dividend date, distribution date, and other relevant matters. If changes to shareholders' dividends arise due to changes in the number of outstanding shares, the Chairman is also authorized to handle relevant matters.

**Discussion Items**

**Proposal 1** **Proposed by the Board of Directors**

**Subject: Amendments to the "Rules and Procedures of Shareholders' Meeting"**

**Please review**

**Explanatory Notes:**

1. The Company's "Rules and Procedures of Shareholders' Meeting"

have been partially amended in accordance with Tai Zhen Zhi Li No. 10800242211 issued by Taiwan Stock Exchange, the competent authority of the listing location, on January 2, 2020. For the comparison table before and after the amendment, please refer to Attachment 5 of the Meeting Handbook.

**Proposal 2**

**Proposed by the Board of Directors**

**Subject: Amendments to the “Articles of Association”**

**Please review**

**Explanatory Notes:**

- 1. The Company’s “Articles of Association” have been partially amended in accordance with the Letter No. 1080023568 issued by Taiwan Stock Exchange, the competent authority of the listing location, on December 25, 2019 for the rule of "Check List for the Protection of Shareholders of Issuer Registered in Foreign Country". For the comparison table before and after the amendment, please refer to Attachment 6 of the Meeting Handbook.**
- 2. The registered agent of the Company is authorized to make a necessary declaration to the Cayman Islands company registration office after the proposal is approved at the general meeting of shareholders.**

**Director Election**

**Subject: The re-election of directors and independent directors**

**Proposed by the Board of Directors**

**Explanatory Notes:**

- 1. The term for current directors and independent directors will end on June 19, 2020. The re-election will be carried out at the shareholders’ meeting in accordance with law. The terms are from June 19, 2020 to June 18, 2023.**
- 2. Pursuant to the Company’s “Articles of Association”, four directors and three independent directors shall be elected using the candidate nomination system.**
- 3. The list of nominated directors and independent directors has been reviewed and approved by the Board of Directors on March 30, 20. Applicable information is provided below:**

<b>Director Candidates</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>
<b>Name</b>	<b>Chang-Fang Shen</b>	<b>Foxconn (Far East) Limited Representative: Che-Hung Yu</b>	<b>John-See Lee</b>	<b>Ting-Chuan Lee</b>
<b>Education</b>	<b>Department of Business Administration, Chinese Culture University</b>	<b>Master in Law, American University, United States</b>	<b>PhD in Chemical Engineering, Illinois Institute of Technology</b>	<b>EMBA, National Taiwan University</b>
<b>Work Experience</b>	<b>General Manager, Unicap Electronics Industrial Corp. General Manager, Promisedland Resort Executive Vice President, Pacific Securities Vice President of Underwriting, Asia Securities Section Chief, Export-Import Bank of the Republic of China</b>	<b>Director, ShunSin Technology Holdings Limited Director, Avary Holding Supervisor, Zhen Ding Technology Co., Ltd.</b>	<b>President, Industrial Technology Research Institute Chairman, Development Center for Biotechnology Independent Director, Far Eastern New Century Corp. Independent Director, Everlight Electronics Independent Director, San Fu Chemical</b>	<b>Vice President, Unimicron Technology Corp. Vice President, Qi Ding Technology Qinhuangdao Co., Ltd. General Manager, Zhen Ding Technology Holding</b>

<b>Independent Director Candidates</b>	<b>1</b>	<b>2</b>	<b>3</b>
<b>Name</b>	<b>Chih-Chen Chou</b>	<b>Chen-Fu Chien</b>	<b>Chi-Hsien Lee</b>
<b>Education</b>	<b>PhD in Accounting, Shanghai University of Finance and Economics</b>	<b>University of Wisconsin - Madison, USA Ph.D, Decision Science and Operations</b>	<b>Master's Degree, Chinese Culture University</b>
<b>Work Experience</b>	<b>CPA and Managing Partner of Taipei Office, WeTec International CPAs Chairman, Taiwan Provincial Accountant Association</b>	<b>Lecture Professor, National Tsing Hua University Director, Artificial Intelligence for Intelligent Manufacturing Systems Research Center Independent Director, BoardTek Electronics Corp. Independent Director, Uniflex Technology Inc.</b>	<b>Chairman, Securities and Futures Institute Chairman, Taiwan Index Plus Corp. Chairman, Taiwan Stock Exchange Corp.</b>

**Others**

**Proposal 1****Proposed by the Board of Directors****Subject: Proposal for the release of the non-competition restriction for new directors (including independent directors) and the juridical persons they represent. Please review.****Explanatory Notes:**

- 1. According to Article 46.4 of the Company's "Articles of Association", the Company's directors shall offer explanations for what they plan to do for themselves or others that are within the boundaries of the company's operations, and ask for approval at the shareholders' meeting.**
- 2. To tap into the expertise and applicable experiences of the Company's directors, the release of the non-competition restriction for new directors, independent directors, and the juridical persons they represent is proposed for approval at the shareholders' meetings.**

**Extraordinary Motions****Meeting Adjourned**