

Zhen Ding Technology Holding Limited
2020 Annual Shareholders' Meeting Minutes
(Translation)

Date and Time: 9:00 a.m., June 19, 2020

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

Total outstanding shares: 902,229,887 shares

Total shares represented by shareholders present in person or by proxy: 829,341,246 shares
(including 483,166,318 votes casted electronically)

Percentage of shares held by shareholders present in person or by proxy: 91.92%

Chairman: Chang-Fang Shen

Attending Directors: Che-Hung Yu (Representative of Foxconn (Far East) Limited), Te-Wang Hsiao (Representative of Wide Choice Investments Limited), Chih-Chen Chou (Independent Director), John-See Lee (Independent Director)

Recorder: Wei-Ping Chen

I. Meeting Commencement: The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum. The Chairman called the meeting to order.

II. Chairman's Address (omitted)

III. Report Items

1. The Company's 2019 Business Report (please refer to Attachment 1)
2. 2019 Audit Committee's Review Report (please refer to Attachment 2)
3. Distribution of Employees' Profit Sharing and Directors' Remuneration for 2019
4. Distribution of Cash Dividends for 2019
5. Issuance and Execution of Overseas Unsecured Convertible Bonds
6. Share-swap with BoardTek Electronics Corp.
7. Proposals Submitted by Shareholders with Shareholding of More Than 1%

IV. Ratification Items

1. Ratification of 2019 Business Report and Consolidated Financial Statements
(Proposed by the Board of Directors)

Explanation:

- (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 (PwC) Taiwan.
- (2) For the 2019 business report, independent auditors' report and consolidated financial statements, please refer to Attachment 1 and Attachment 3.
- (3) Please proceed to acknowledge.

Voting Results:**Shares were represented at the time of voting: 828,320,246 (Note)**

	Total votes (including votes casted electronically)	% of the total represented share present
Votes in favor	697,146,987 (355,585,045)	84.16%
Votes against	6,151 (6,151)	0.00%
Votes invalid	0 (0)	0.00%
Votes abstained	131,167,108 (127,569,072)	15.83%

Note: including a deduction of restricted voting of 1,021,000 shares

RESOLVED, that the above proposal be and hereby were accepted as submitted.

**2. Ratification of 2019 Earnings Distribution
(Proposed by the Board of Directors)**

Explanation:

- (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.
- (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.
- (4) Please proceed to acknowledge.

Voting Results:**Shares were represented at the time of voting: 828,320,246 (Note)**

	Total votes (including votes casted electronically)	% of the total represented share present
Votes in favor	702,952,827 (361,390,885)	84.86%
Votes against	6,151 (6,151)	0.00%
Votes invalid	0 (0)	0.00%
Votes abstained	125,361,268 (121,763,232)	15.13%

Note: including a deduction of restricted voting of 1,021,000 shares

RESOLVED, that the above proposal be and hereby were accepted as submitted.**V. Discussion Items**

**1. Amendments to the “Rules and Procedures of Shareholders' Meeting”
(Proposed by the Board of Directors)**

Explanation:

- (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.
- (2) Please proceed to discuss.

Voting Results:

Shares were represented at the time of voting: 828,320,246 (Note)

	Total votes (including votes casted electronically)	% of the total represented share present
Votes in favor	702,950,827 (361,388,885)	84.86%
Votes against	6,151 (6,151)	0.00%
Votes invalid	0 (0)	0.00%
Votes abstained	125,363,268 (121,765,232)	15.13%

Note: including a deduction of restricted voting of 1,021,000 shares

RESOLVED, that the above proposal be and hereby were accepted as submitted.

2. Amendments to the "Articles of Association"
(Proposed by the Board of Directors)

Explanation:

- (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.
- (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.
- (3) Please proceed to discuss.

Voting Results:

Shares were represented at the time of voting: 828,320,246 (Note)

	Total votes (including votes casted electronically)	% of the total represented share present
Votes in favor	697,760,827 (356,198,885)	84.23%
Votes against	5,196,151 (5,196,151)	0.62%
Votes invalid	0 (0)	0.00%
Votes abstained	125,363,268 (121,765,232)	15.13%

Note: including a deduction of restricted voting of 1,021,000 shares

RESOLVED, that the above proposal be and hereby were accepted as submitted.

VI. Director Election

The Re-election of Directors and Independent Directors (Proposed by the Board of Directors)

Explanation:

- (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, 2020. Applicable information is provided below:**

Director Candidates	1	2	3	4
Name	Chang-Fang Shen	Foxconn (Far East) Limited Representative: Che-Hung Yu	John-See Lee	Ting-Chuan Lee
Education	Department of Business Administration, Chinese Culture University	Master in Law, American University, United States	PhD in Chemical Engineering, Illinois Institute of Technology	EMBA, National Taiwan University
Work Experience	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	Director, ShunSin Technology Holdings Limited Director, Avary Holding (Shenzhen) Co., Ltd. Supervisor, Zhen Ding Technology Co., Ltd.	President, Industrial Technology Research Institute Chairman, Development Center for Biotechnology Independent Director, Far Eastern New Century Corporation Independent Director, Everlight Electronics Co., Ltd. Independent Director, San Fu Chemical Co., Ltd.	Vice President, Unimicron Technology Corp. Vice President, Qi Ding Technology Qinhuangdao Co., Ltd. General Manager, Zhen Ding Technology Holding Limited

Independent Director Candidates	1	2	3
Name	Chih-Chen Chou	Chen-Fu Chien	Chi-Hsien Lee

Education	PhD in Accounting, Shanghai University of Finance and Economics	University of Wisconsin - Madison, USA Ph.D, Decision Science and Operations	Master's Degree, Chinese Culture University
Work Experience	CPA and Managing Partner of Taipei Office, WeTec International CPAs Chairman, Taiwan Provincial Accountant Association	Chair Professor, National Tsing Hua University Chief of Artificial Intelligence for Intelligent Manufacturing Systems Research Center Independent Director, BoardTek Electronics Corp. Independent Director, Uniflex Technology Inc.	Chairman, Securities and Futures Institute Chairman, Taiwan Index Plus Corp. Chairman, Taiwan Stock Exchange Corp.

Voting Results:

The List of Newly Elected Directors and Independent Directors

Title	Account/ ID Number	Name	Votes Received
Director	15	Chang-Fang Shen	1,197,960,182
Director	2	Foxconn (Far East) Limited Representative: Che-Hung Yu	880,394,836
Director	P100*****	John-See Lee	606,148,177
Director	P121*****	Ting-Chuan Lee	587,299,242
Independent Director	A102*****	Chih-Chen Chou	347,376,988
Independent Director	H120*****	Chen-Fu Chien	331,415,730
Independent Director	K120*****	Chi-Hsien Lee	320,376,055

VII. Others

Proposal for the Release of the Non-competition Restriction for New Directors (Including Independent Directors) and the Juridical Persons They Represent (Proposed by the Board of Directors)

Explanation:

- (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.**
- (3) Please proceed to discuss.**

Voting Results:

Shares were represented at the time of voting: 828,320,246 (Note)

	Total votes (including votes casted electronically)	% of the total represented share present
Votes in favor	593,360,752 (251,544,185)	71.63%
Votes against	49,783,780 (49,783,780)	6.01%
Votes invalid	0 (0)	0.00%
Votes abstained	185,175,714 (181,832,303)	22.35%

Note: including a deduction of restricted voting of 1,021,000 shares

RESOLVED, that the above proposal be and hereby were accepted as submitted.

VIII. Extraordinary Motions: None.

IX. Meeting Adjourned at 9:27 a.m.

Zhen Ding Technology Holding Limited

Business Report

The US–China trade war has consistently remained unchanged since 2018. Looking back on 2019, the global economy is once again plunged into many risks and uncertainties, exposing the electronics industry to enormous pressure and challenges. The Company leveraged its advantages in production capacity, quality, and technology development. While providing customers with excellent products and services, we remain fully committed to expanding our new customer base. In addition to fortifying cooperation with numerous renowned vendors around the world to access their new product lines, we research and develop products that feature the properties of light-weight, thin, short, small, high-frequency, high speed, low pollution, low loss, low power consumption, multi-functional, precision (low tolerance), beauty (aesthetically appealing), refinement, and intelligence. We keep abreast of current trends and development for electronic products related to 5G, Internet of Things, Internet of Vehicles, Industrial Internet of Things, and artificial intelligence, as well as constantly promote research, development, and deployment in the field of automotive electronics, enabling the Company to steadily increase its revenues and profits in 2019.

The Company's 2019 business overview and 2020 future outlook are as follows:

I. 2019 Business Overview

(I) Financial Results

The Company's consolidated revenue for 2019 was NT\$120,067,508 thousand, an increase of 1.83% compared to previous year. Net income was NT\$12,401,617 thousand (net income attributable to the parent company was NT\$8,685,202 thousand), an increase of 7.5% from previous year. The consolidated earnings per share (EPS) was NT\$14.18 (consolidated EPS attributable to the parent company was NT\$9.93).

In facing the risks of a declining macro economy in the overall environment, the Company continues to strengthen control over financial risks by conducting reviews and adjustments as needed to increase its capital efficiency and to secure adequate cash flow. As of the end of 2019, the Company's debt ratio was 35%, surpassing market level in the industry. Capital abundance lays a firm foundation for the company's future development and response to various types of risks and changes.

(II) Technology Development

The Company is devoted to developing new materials, new products, new manufacturing processes, new equipment, and new technologies, closely cooperates with world-class clients to keep abreast of technological development trends, and continues to develop 5G, AI, Internet of Things, and Internet of Vehicles applications to secure the Company's technology leadership in the industry. In 2019, Zhen Ding has invested NT\$6.1 billion in R&D, which accounts for 5.11% of its operating revenues. We accumulated 117 patents in 2019: 53 from Mainland China, 40 from Taiwan, and 24 from the United States. As of the end of 2019, the Company has accumulated 904 patents: 363 from Mainland China, 395 from Taiwan, and 146 from the United States; 93% of these are utility patents.

To cultivate professional talents and enhance technology development, the Company engages in research projects with 18 reputable universities and 2 research institutes in Greater China to accelerate and facilitate the implementation of core technology research results through cooperation with scientific research institutes. By joining forces with experts and professors of prestigious universities and institutes in Greater China,

we successfully hosted the first electronic circuit technology forum, during which next-generation technologies for the electronic industry were discussed, reviewed, and planned.

(III) Organic and Inorganic Growth

To strengthen corporate development, the Company continues to invest in major investment projects, including the capacity expansion in Huaian and Qinhuangdao. Specifically, the Phase 2 construction of Huai'an Industrial Park, the SLP production line expansion of Qinhuangdao, and the Phase 1 construction of Shenzhen Plant 2 have been completed and ramped up production. Meanwhile, the Company accelerates investments for overseas expansion. We have established a subsidiary in India and completed the recruitment and training of local employees. The production line in India is expected to commence operation in 2020. To increase the Company's overall asset management efficiency and enhance business synergy, we closed our Yinkou manufacturing site at the end of 2019, thereby optimizing and integrating the resources and collaboration network within the Company's manufacturing sites.

Through market analysis and research for integrating the vertical and horizontal aspects of an industry, the Company actively expands its up/downstream industry chains through diverse investment channels and cooperation with professional institutions to constantly bolster and improve the company's comprehensive competitiveness in the PCB industry.

(IV) Increasing the level of automation to build a smart factory for Industry 4.0

In recent years, the Company has comprehensively increased its use of automated, smart, and intelligent applications to achieve the goals of a smart factory for Industry 4.0. We invested in a project in 2019 to expand the SLP production lines of the Qinhuangdao site. Through this project, the first lights-out factory using advanced production processes was achieved. While transitioning to automated manufacturing, the Company built a complete IT management system, realizing the use of smart applications to track and trace products in the manufacturing process and product quality. At the same time, we introduced a big data process expert system, which is used in the production of semiconductors, to the production process. This system effectively improves manufacturing efficiency and product quality. In future, we will continue to promote AI applications and machine learning to transform the Company into a smart factory.

II. 2020 Outlook

The US-China trade war that has continued to this day has finally entered the phase one trade agreement at the beginning of 2020. However, the outbreak of the COVID-19 has plunged businesses around the world into chaos, including disruption to industry supply chain, suspension of production activities, shortage of raw material supply, reduced consumption behavior, and imbalance between supply and demand for daily necessities, resulting in a global economic recession that is worse than the financial crisis. To prepare for the potential risks of a downward global economy due to the pandemic, the Company has not only stepped up its epidemic prevention efforts to ensure employee health, but also paid attention to its stability for production capacity and quality control. We uphold the "One ZDT" (one-stop shopping service) principle, flexibly adjust investment and product manufacturing strategies according to market conditions, maintain a stable financial plan, and focus on developing high-end products and technologies, all in an effort to actively promote long-term cooperation with strategic partners, collaborate in the development of new materials, new equipment, and new technologies required for specialized manufacturing processes, and ensure that we make progress and stay on schedule to achieve the goal of building a smart factory for Industry 4.0. In addition to providing customers with leading technologies and premium quality, the

Company also reinforces its resource pooling with strategic partners to co-develop new breakthroughs of high-quality industrial technologies. In response to macroeconomic changes, we will continue to aim toward upholding our world-leading technology and market position.

With the commitment to ZDT's business strategy— "stable growth, structural adjustments, innovation promotion, and risk management", the Company will continue to optimize production capacity and ensure the robustness of each of our product line. To serve with corporate social responsibility, we are dedicated to environment protection and responding to risks of climate change. The Company's continuous innovations in advanced technologies and high-performing, cost-effective materials are leading industry advancement and strengthening our core competence. ZDT is paving the way to sustained growth together with our strategic partners, and striving to achieve the Company's mission of "continuous technology development for better human life; continuous environmental excellence for a greener earth."

Chairman:
Chang-Fang Shen

General Manager:
Ting-Chuan Lee

Accounting Manager:
Jin-Ten Chang

Zhen Ding Technology Holding Limited

Audit Committee's Audit Report

The Board of Directors has prepared and submitted the 2019 business report, consolidated financial statements, and earnings distribution proposal, of which the consolidated financial statements have been audited by the CPAs Yung-Chien Hsu and Min-Chuan Feng of PricewaterhouseCoopers, Taiwan and an Audit Report is submitted. The Audit Committee has reviewed the business report, consolidated financial statements, and the earnings distribution proposal and did not find any incompliance. According to the regulations in the Articles of Association, it is hereby submitted for your examination.

To:

2020 Shareholders' Annual General Meeting

Zhen Ding Technology Holding Limited
Audit Committee Convener: Chih-Chen Chou

March 30, 2020

REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and Shareholders of Zhen Ding Technology Holding Limited

Opinion

We have audited the accompanying consolidated balance sheets of Zhen Ding Technology Holding Limited and its subsidiaries (the ‘Group’) as of December 31, 2019 and 2018, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2019 and 2018, and their consolidated financial performance and their consolidated cash flows for the years then ended in accordance with the ‘Regulations Governing the Preparation of Financial Reports by Securities Issuers’ and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed and issued into effect by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits of the consolidated financial statements as of and for the year ended December 31, 2019 in accordance with the ‘Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants’, ‘Enforcement Letter No. Financial-Supervisory-Securities-Auditing-1090360805 issued by the Financial Supervisory Commission on February 25, 2020’ and generally accepted auditing standards in the Republic of China; and of the consolidated financial statements as of and for the year ended December 31, 2018 in accordance with the ‘Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants’ and generally accepted auditing standards in the Republic of China. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code

of Professional Ethics for Certified Public Accountants in the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with the code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2019. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters on the consolidated financial statements of the Group for the year ended December 31, 2019 were as follows:

Cutoff of hub warehouse sales revenue

Description

Refer to Note 4(28) for accounting policies on revenue recognition.

The Group recognises revenue when the goods are directly shipped from factories and when customers accept the goods (the transfer of control) if picked up from hub warehouses. For pick-ups from hub warehouses, the Group recognises sales revenue based on movements of inventory records contained in the statements or other information provided by the warehouse custodians. The hub warehouses are located around the world with numerous warehouse custodians, the frequency and contents of statements provided by custodians are different, and the process of revenue recognition may involve manual procedures. These factors may potentially result in inaccurate timing of sales revenue recognition.

As there are numerous daily sales transactions from hub warehouses and the transaction amounts prior to and after the balance sheet date are significant to the financial statements, we consider the cutoff of hub warehouse sales revenue a key audit matter.

How our audit addressed the matter

We performed the following audit procedures in respect of the above key audit matter:

- A. Assessed and tested internal controls over regular record verification between the Group and customers.

- B. Assessed and checked the appropriateness of cutoff of sales revenue prior to or after the balance sheet date, and verified the statements provided by the hub warehouse custodians.
- C. Performed confirmation of the storage quantities or observed physical counts in warehouse, compared against inventory records, and determined whether differences, if any, are properly adjusted.

Estimation of allowance for inventory valuation losses

Description

Refer to Note 4(14) for accounting policies on inventory valuation, Note 5 for the uncertainty of accounting estimates and assumptions applied on inventory valuation, and Note 6(5) for details of inventory. As of December 31, 2019, the Group's inventory cost and allowance for valuation losses were NT\$9,226,326 thousand and NT\$709,464 thousand, respectively.

The Group is primarily engaged in manufacturing and sales of printed circuit board. Due to rapid technological innovations, short lifespan of electronic products and fluctuations in market prices, there is a higher risk of inventory losses due to market value decline or obsolescence. The Group measures inventories at the lower of cost and net realisable value and recognises the allowance for inventory valuation losses based on the inventories over normal age and those individually identified as obsolete or damaged.

As the amounts of inventories are material, the types of inventories are numerous, and the estimation of net realisable value for individually obsolete or damaged inventories are subject to judgement, we consider the estimation of allowance for inventory valuation losses a key audit matter.

How our audit addressed the matter

We performed the following audit procedures in relation to the estimation of allowance for inventory valuation losses:

- A. Assessed the reasonableness of accounting policy on allowance for inventory valuation losses and checked whether it has been consistently applied.
- B. Checked whether the logic in calculating inventory aging report was appropriate and confirmed whether inventory over normal age has been included in the aging report.
- C. Assessed the reasonableness of individually obsolete or damaged inventory identified by the Group

against related supporting documents, reviewed scrap inventory before and after the balance sheet date, and verified the information obtained from physical count.

- D. For net realisable value of inventories over normal age and those individually identified as obsolete and damaged inventory, discussed with the Group, obtained supporting documents and reviewed calculation of inventory loss.

Impairment assessment of property, plant and equipment

Description

Refer to Notes 4(16) and 4(19) for accounting policies on property, plant and equipment, Note 5 for the uncertainty of accounting estimates and assumptions applied on the impairment assessment valuation of property, plant and equipment, and Note 6(8) for details of property, plant and equipment. As of December 31, 2019, the property, plant and equipment cost and accumulated depreciation and impairment were NT\$83,376,117 thousand and NT\$37,133,504 thousand, respectively.

Certain property, plant and equipment of the Group are used for the manufacture of printed circuit boards. As the market demand changes, the risk of asset impairment also increases. The impairment assessment involves several subjective judgements, such as the determination of the separate cash flows of a specific group of assets, useful lives of assets and the future possible income and expenses arising from the assets depending on asset utilisation and industrial characteristic.

As the assessment is subject to judgement, the accounting estimates may not be reasonable. Thus, we consider the impairment assessment of property, plant and equipment a key audit matter.

How our audit addressed the matter

We performed the following audit procedures and verified the recoverable amount calculation in regard to the Group's impairment assessment of property, plant and equipment at the balance sheet:

- A. Assessed whether the assets impairment assessment procedures and accounting policies are reasonable and have been applied consistently and reviewed the method used by the Group in determining the recoverable amount of individual assets.
- B. Obtained the information used by the Group in determining the recoverable amount, such as the determination of the separate cash flows of a specific group of assets, useful lives of assets and the

future possible income and expenses arising from the assets and ascertained whether it is reasonable.

C. Compared the expected future sales revenue growth and profitability with historical data, the trend of economic and industrial forecasts and checked whether it has been consistent.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the ‘Regulations Governing the Preparation of Financial Reports by Securities Issuers’ and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed and issued into effect by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the audit committee) are responsible for overseeing the Group’s financial reporting process.

Auditors’ responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors’ report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected

to influence the economic decisions of users taken on the basis of these consolidated financial statements. As part of an audit in accordance with the auditing standards generally accepted in the Republic of China, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- A. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- B. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- C. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- D. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- E. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- F. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements.

We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2019 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Hsu, Yung-Chien

Feng, Min-Chuan

For and on behalf of PricewaterhouseCoopers, Taiwan
March 30, 2020

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

ZHEN DING TECHNOLOGY HOLDING LIMITED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

Assets		Notes	December 31, 2019		December 31, 2018	
			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 38,280,304	27	\$ 40,652,973	29
1110	Current financial assets at fair value through profit or loss	6(2)	-	-	3,437	
1136	Current financial assets at amortised cost	6(6)	4,790,922	4	8,778,797	6
1170	Accounts receivable, net	6(3)	24,259,541	17	21,631,860	15
1180	Accounts receivable due from related parties, net	6(3) and 7	2,828,109	2	2,644,519	2
1200	Other receivables	6(4)	1,306,347	1	855,783	1
130X	Inventories	6(5)	8,516,862	6	10,083,882	7
1410	Prepayments	6(4)	3,060,037	2	3,673,318	3
1460	Non-current assets or disposal groups classified as held for sale, net	6(12)	161,211	-	-	-
1470	Other current assets		383	-	569,634	-
11XX	Total current assets		83,203,716	59	88,894,203	63
Non-current assets						
1517	Non-current financial assets at fair value through other comprehensive income	6(7)	193,804	-	52,473	-
1600	Property, plant and equipment	6(8)	46,242,613	33	41,913,166	30
1755	Right-of-use assets	6(9)	8,035,650	6	-	-
1780	Intangible assets	6(10)	360,370	-	185,615	-
1840	Deferred income tax assets	6(29)	1,408,038	1	1,024,491	1
1990	Other non-current assets	6(11)	437,144	1	8,037,205	6
15XX	Total non-current assets		56,677,619	41	51,212,950	37
1XXX	Total assets		\$ 139,881,335	100	\$ 140,107,153	100

(Continued)

ZHEN DING TECHNOLOGY HOLDING LIMITED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Liabilities and Equity	Notes	December 31, 2019		December 31, 2018	
			AMOUNT	%	AMOUNT	%
	Current liabilities					
2100	Short-term borrowings	6(13)	\$ 9,682,812	7	\$ 9,184,066	7
2170	Accounts payable		13,838,755	10	17,056,824	12
2180	Accounts payable to related parties	7	579,010	1	1,022,641	1
2200	Other payables	6(14)	12,449,520	9	13,346,522	9
2230	Current income tax liabilities		1,848,643	1	2,391,519	2
2260	Liabilities related to non-current assets or disposal groups classified as held for sale	6(12)	480,371	-	-	-
2280	Current lease liabilities		88,495	-	-	-
2320	Long-term liabilities, current portion	6(15)(16)	-	-	8,699,319	6
2399	Other current liabilities		65,273	-	134,168	-
21XX	Total current liabilities		<u>39,032,879</u>	<u>28</u>	<u>51,835,059</u>	<u>37</u>
	Non-current liabilities					
2540	Long-term borrowings	6(16)	8,980,884	6	9,194,880	6
2570	Deferred income tax liabilities	6(29)	972,792	1	857,644	1
2580	Non-current lease liabilities		150,912	-	-	-
2600	Other non-current liabilities		399,767	-	110,990	-
25XX	Total non-current liabilities		<u>10,504,355</u>	<u>7</u>	<u>10,163,514</u>	<u>7</u>
2XXX	Total liabilities		<u>49,537,234</u>	<u>35</u>	<u>61,998,573</u>	<u>44</u>
	Equity					
	Equity attributable to owners of parent					
	Share capital	6(19)				
3110	Ordinary share		9,022,299	7	8,047,484	6
	Capital surplus	6(20)				
3200	Capital surplus		29,534,781	21	22,000,657	16
	Retained earnings	6(21)				
3310	Legal reserve		4,350,638	3	3,505,859	2
3320	Special reserve		2,948,306	2	1,717,913	1
3350	Unappropriated retained earnings		26,318,375	19	23,731,600	17
	Other equity interest	6(22)				
3400	Other equity interest		(5,014,697)	(4)	(2,948,306)	(2)
31XX	Equity attributable to owners of parent		<u>67,159,702</u>	<u>48</u>	<u>56,055,207</u>	<u>40</u>
36XX	Non-controlling interest	6(31)	<u>23,184,399</u>	<u>17</u>	<u>22,053,373</u>	<u>16</u>
3XXX	Total equity		<u>90,344,101</u>	<u>65</u>	<u>78,108,580</u>	<u>56</u>
	Significant contingent liabilities and unrecognised contract commitments	9				
3X2X	Total liabilities and equity		<u>\$ 139,881,335</u>	<u>100</u>	<u>\$ 140,107,153</u>	<u>100</u>

The accompanying notes are an integral part of these consolidated financial statements.

ZHEN DING TECHNOLOGY HOLDING LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS, EXCEPT EARNINGS PER SHARE)

Items	Notes	For the years ended December 31,			
		2019		2018	
		AMOUNT	%	AMOUNT	%
4000 Operating revenue	6(23), 7 and 14	\$ 120,067,508	100	\$ 117,912,881	100
5000 Operating costs	6(5) and 7	(92,845,499)	(77)	(91,851,933)	(78)
5950 Gross profit from operations		<u>27,222,009</u>	<u>23</u>	<u>26,060,948</u>	<u>22</u>
Operating expenses	6(24)				
6100 Selling expenses		(1,656,854)	(1)	(1,490,569)	(1)
6200 Administrative expenses		(4,603,636)	(4)	(4,075,331)	(3)
6300 Research and development expenses		(6,139,768)	(5)	(5,637,557)	(5)
6450 Expected credit losses in accordance with IFRS 9	12	(20,943)	-	(11,873)	-
6000 Total operating expenses		<u>(12,421,201)</u>	<u>(10)</u>	<u>(11,215,330)</u>	<u>(9)</u>
6900 Net operating income		<u>14,800,808</u>	<u>13</u>	<u>14,845,618</u>	<u>13</u>
Non-operating income and expenses					
7010 Other income	6(26)	2,028,257	2	1,668,596	2
7020 Other gains and losses	6(27)	(1,190,959)	(1)	(921,381)	(1)
7050 Finance costs	6(28)	(687,198)	(1)	(926,271)	(1)
7000 Total non-operating income and expenses		<u>150,100</u>	<u>-</u>	<u>(179,056)</u>	<u>-</u>
7900 Profit before income tax		14,950,908	13	14,666,562	13
7950 Income tax expense	6(29)	(2,549,291)	(2)	(3,130,067)	(3)
8200 Profit		<u>\$ 12,401,617</u>	<u>11</u>	<u>\$ 11,536,495</u>	<u>10</u>

(Continued)

ZHEN DING TECHNOLOGY HOLDING LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS, EXCEPT EARNINGS PER SHARE)

Items	Notes	For the years ended December 31,			
		2019		2018	
		AMOUNT	%	AMOUNT	%
Other comprehensive income					
Components of other comprehensive income that will not be reclassified to profit or loss					
8311 Gains on remeasurements of defined benefit plans	6(17)	\$ 609	-	\$ 345	-
8316 Unrealised gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	6(7)(22)	11,474	-	(68,671)	-
8349 Income tax related to components of other comprehensive income that will not be reclassified to profit or loss		(122)	-	(260)	-
8310 Components of other comprehensive income that will not be reclassified to profit or loss		<u>11,961</u>	<u>-</u>	<u>(68,586)</u>	<u>-</u>
Components of other comprehensive income that will be reclassified to profit or loss					
8361 Exchange differences on translation of foreign financial statements	6(22)	(3,324,465)	(3)	(1,417,114)	(1)
8300 Other comprehensive loss		<u>(\$ 3,312,504)</u>	<u>(3)</u>	<u>(\$ 1,485,700)</u>	<u>(1)</u>
8500 Total comprehensive income		<u>\$ 9,089,113</u>	<u>8</u>	<u>\$ 10,050,795</u>	<u>9</u>
Profit attributable to:					
8610 Owners of the parent		\$ 8,685,202	8	\$ 8,447,792	7
8620 Non-controlling interests		<u>3,716,415</u>	<u>3</u>	<u>3,088,703</u>	<u>3</u>
		<u>\$ 12,401,617</u>	<u>11</u>	<u>\$ 11,536,495</u>	<u>10</u>
Comprehensive income attributable to:					
8710 Owners of the parent		\$ 6,619,298	6	\$ 7,217,484	7
8720 Non-controlling interests		<u>2,469,815</u>	<u>2</u>	<u>2,833,311</u>	<u>2</u>
		<u>\$ 9,089,113</u>	<u>8</u>	<u>\$ 10,050,795</u>	<u>9</u>
Basic earnings per share					
9750 Basic earnings per share	6(30)	<u>\$ 9.93</u>		<u>\$ 10.50</u>	
Diluted earnings per share					
9850 Diluted earnings per share	6(30)	<u>\$ 9.92</u>		<u>\$ 9.54</u>	

The accompanying notes are an integral part of these consolidated financial statements.

ZHEN DING TECHNOLOGY HOLDING LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

		Equity attributable to owners of the parent									
		Retained earnings				Other equity interest					
	Notes	Ordinary share	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Financial statements translation differences of foreign operations	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	Total	Non-controlling interest	Total equity
For the year ended December 31, 2018											
Balance at January 1, 2018		\$ 8,047,484	\$ 14,851,298	\$ 2,988,615	\$ 1,688,354	\$ 18,486,196	(\$ 1,717,913)	\$ -	\$ 44,344,034	\$ 10,917,285	\$ 55,261,319
Profit for the year		-	-	-	-	8,447,792	-	-	8,447,792	3,088,703	11,536,495
Other comprehensive income (loss) for the year	6(22)	-	-	-	-	85	(1,161,722)	(68,671)	(1,230,308)	(255,392)	(1,485,700)
Total comprehensive income		-	-	-	-	8,447,877	(1,161,722)	(68,671)	7,217,484	2,833,311	10,050,795
Appropriations and distribution of retained earnings	6(21)										
General reserve		-	-	517,244	-	(517,244)	-	-	-	-	-
Special reserve		-	-	-	29,559	(29,559)	-	-	-	-	-
Cash dividends		-	-	-	-	(2,655,670)	-	-	(2,655,670)	-	(2,655,670)
Compensation cost of employee restricted stock	6(18)	-	96,645	-	-	-	-	-	96,645	28,151	124,796
Changes in non-controlling interests-distribution of retained earnings by subsidiaries		-	-	-	-	-	-	-	-	(827,540)	(827,540)
Changes in non-controlling interests-issuance of common stock by subsidiaries		-	7,052,714	-	-	-	-	-	7,052,714	9,102,166	16,154,880
Balance at December 31, 2018		\$ 8,047,484	\$ 22,000,657	\$ 3,505,859	\$ 1,717,913	\$ 23,731,600	(\$ 2,879,635)	(\$ 68,671)	\$ 56,055,207	\$ 22,053,373	\$ 78,108,580
For the year ended December 31, 2019											
Balance at January 1, 2019		\$ 8,047,484	\$ 22,000,657	\$ 3,505,859	\$ 1,717,913	\$ 23,731,600	(\$ 2,879,635)	(\$ 68,671)	\$ 56,055,207	\$ 22,053,373	\$ 78,108,580
Profit for the year		-	-	-	-	8,685,202	-	-	8,685,202	3,716,415	12,401,617
Other comprehensive income (loss) for the year	6(22)	-	-	-	-	487	(2,081,075)	14,684	(2,065,904)	(1,246,600)	(3,312,504)
Total comprehensive income		-	-	-	-	8,685,689	(2,081,075)	14,684	6,619,298	2,469,815	9,089,113
Appropriations and distribution of retained earnings	6(21)										
General reserve		-	-	844,779	-	(844,779)	-	-	-	-	-
Special reserve		-	-	-	1,230,393	(1,230,393)	-	-	-	-	-
Cash dividends		-	-	-	-	(4,023,742)	-	-	(4,023,742)	-	(4,023,742)
Conversion of convertible bonds	6(15)	974,815	7,431,639	-	-	-	-	-	8,406,454	-	8,406,454
Compensation cost of employee restricted stock	6(18)	-	102,485	-	-	-	-	-	102,485	38,251	140,736
Changes in non-controlling interests-distribution of retained earnings by subsidiaries		-	-	-	-	-	-	-	-	(1,377,040)	(1,377,040)
Balance at December 31, 2019		\$ 9,022,299	\$ 29,534,781	\$ 4,350,638	\$ 2,948,306	\$ 26,318,375	(\$ 4,960,710)	(\$ 53,987)	\$ 67,159,702	\$ 23,184,399	\$ 90,344,101

The accompanying notes are an integral part of these consolidated financial statements.

ZHEN DING TECHNOLOGY HOLDING LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

		For the years ended December 31,	
		2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		\$ 14,950,908	\$ 14,666,562
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation expense	6(24)	7,724,398	6,739,651
Amortisation expense	6(24)	230,630	80,090
Impairment losses		1,447,245	745,571
Expected credit losses	12	20,943	11,873
Losses on disposal of property, plant and equipment	6(27)	65,454	165,887
Gains on disposal of land right-of-use		(9,031)	-
Rental expense - land right-of-use (within 'long-term prepaid rents')		-	158,965
Interest income	6(26)	(1,245,417)	(1,060,710)
Interest expense	6(28)	687,198	926,271
Share-based payment	6(18)	140,736	124,796
Dividend income		-	(2,643)
Changes in operating assets and liabilities			
Changes in operating assets			
Financial assets at fair value through profit or loss		3,437	4,498
Notes receivable		23,387	31,447
Accounts receivable		(3,133,298)	7,378,839
Accounts receivable due from related parties		(235,921)	(437,064)
Other receivables		(237,551)	1,831,287
Inventories		1,233,198	1,247,962
Prepayments		308,515	(663,397)
Other current assets		264,726	(270,118)
Changes in operating liabilities			
Accounts payable		(2,268,393)	(5,057,452)
Accounts payable to related parties		(421,087)	339,588
Other payables		10,563	1,685,015
Other current liabilities		(55,038)	13,574
Cash inflow generated from operations		19,505,602	28,660,492
Income tax paid		(3,232,138)	(1,760,171)
Net cash flows from operating activities		16,273,464	26,900,321

(Continued)

ZHEN DING TECHNOLOGY HOLDING LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	For the years ended December 31,	
	2019	2018
CASH FLOWS FROM INVESTING ACTIVITIES		
Decrease in financial assets at amortised cost	\$ 3,900,819	\$ 5,675,521
Acquisition of financial assets at fair value through other comprehensive income	(136,192)	-
Acquisition of property, plant and equipment 6(32)	(15,195,112)	(12,625,121)
Proceeds from disposal of property, plant and equipment	231,129	59,869
Acquisition of land right-of-use (within 'right-of-use assets/other non-current assets') 6(32)	(1,015,560)	(3,598,949)
Proceeds from disposal of land right-of-use	42,664	5,226
Acquisition of intangible assets	(251,124)	-
Increase in other non-current assets	(162,377)	(163,206)
Decrease (increase) in prepayments for business facilities	69,478	(35,144)
(Increase) decrease in refundable deposits	(15,574)	5,482
Increase in other non-current liabilities	182,392	-
Interest received	1,211,861	1,146,823
Dividend income	-	2,643
Net cash flows used in investing activities	(11,137,596)	(9,526,856)
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (decrease) in short-term borrowings	783,662	(6,584,316)
Increase (decrease) in guarantee deposits received	80,562	(10,399)
Cash dividends paid 6(21)	(4,023,742)	(2,655,670)
Repayments of convertible bonds 6(15)	(147,233)	-
Payments of lease liabilities	(93,137)	-
Interest paid	(638,742)	(667,178)
Syndicated loan arrangement fee paid	-	(22,898)
Change in non-controlling interests - issuance of common stock by subsidiaries	-	16,154,880
Change in non-controlling interests - distribution of retained earnings by subsidiaries	(1,377,040)	(827,540)
Net cash flows (used in) from financing activities	(5,415,670)	5,386,879
Effect of exchange rate changes on cash and cash equivalents	(1,981,191)	(1,254,759)
Net (decrease) increase in cash and cash equivalents	(2,260,993)	21,505,585
Cash and cash equivalents at beginning of year	40,652,973	19,147,388
Cash and cash equivalents at end of year	<u>\$ 38,391,980</u>	<u>\$ 40,652,973</u>
Components of cash and cash equivalents		
Cash and cash equivalents in the balance sheet	\$ 38,280,304	\$ 40,652,973
Cash and cash equivalents classified non-current assets or disposal group as held for sale	111,676	-
Cash and cash equivalents at end of year	<u>\$ 38,391,980</u>	<u>\$ 40,652,973</u>

The accompanying notes are an integral part of these consolidated financial statements.

Zhen Ding Technology Holding Limited
ZHEN DING TECHNOLOGY HOLDING LIMITED
Earnings Distribution for 2019

Units: NT\$

Items	AMOUNT
Net income after tax	\$ 8,685,202,303
Less: 10% general reserve	868,520,230
Less: Allocation to special reserve	2,066,390,840
Add: undistributed earnings in previous years	17,632,684,299
Less: unappropriated earnings adjustments for the current year	487,200
Retained earnings available for distribution for this year	\$ 23,383,462,732
Distribution Project	
Cash dividends (NT\$4.5 per share)	4,060,034,492
Accumulated undistributed earnings at the end of the period	\$ 19,323,428,240

Note:

1. As of December 31, 2019, the Company's outstanding shares were 902,229,887 shares.
2. Pursuant to the Order No. Financial-Supervisory-Securities-Corporate-1010012865 of the Financial Supervisory Commission's Securities and Futures Commission, a special surplus reserve of the same amount should be included for the net amount of other shareholders' equity deducted for the current year. Later when the other shareholders' equity deductions have been reversed, the reversal in surplus will be distributed.
3. The actuarial gains and losses of defined benefit plans are recognized in other comprehensive income (net), and is an adjustment for distributable earnings for the current year.
4. Using the retained earnings as a result of adopting international accounting standards, directly transfer the retained earnings into the retained earnings account without the need for (reversal) general reserve. (Reference to Order No. 1082432410 issued by Ministry of Economic Affairs)
5. The amount of NT\$ is converted according to the balance of US\$, the functional currency.
6. The cash dividends shall be calculated in NT\$ (allocated to NT\$1) in accordance with distribution ratio, and below NT\$1 will be rounded down.

Chairman:
Chang-Fang Shen

General Manager:
Ting-Chuan Lee

Accounting Manager:
Jin-Ten Chang

Zhen Ding Technology Holding Limited
ZHEN DING TECHNOLOGY HOLDING LIMITED
Comparison Table before and after amendment of the Rules and Procedures of
Shareholders' Meeting

After amendment	Before amendment	Reason for amendment
<p>Article 3</p> <p>Paragraphs 1, 2, and 3 omitted.</p> <p>4. Election or dismissal of directors or supervisors, amendments to the Articles of Incorporation, <u>reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares</u>, the dissolution, merger, or demerger of the corporation, or any matter under the law of R.O.C., shall be set out and the essential contents shall be explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion. The essential contents may be posted on the website designated by the competent authority in charge of securities affairs or the company, and such website shall be indicated in the above notice.</p> <p>5. <u>The reasons for convening a shareholders meeting shall indicate the re-election of directors and the tenure of office of such directors. After re-election is completed at the shareholders' meeting, the tenure dates</u></p>	<p>Article 3</p> <p>Paragraphs 1, 2, and 3 omitted.</p> <p>4. Election or dismissal of directors or supervisors, amendments to the articles of Association, the dissolution, merger, or demerger of the corporation, or any matter under the law of R.O.C., shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.</p>	<p>Paragraph 4 amended in accordance with laws and regulations of the listing location.</p> <p>Paragraph 5 amended in accordance with laws and regulations of the listing location.</p>

After amendment	Before amendment	Reason for amendment
<p><u>may not be changed by an extraordinary motion or other method at the same shareholders' meeting.</u></p> <p>6. Shareholders holding one percent (1%) or more of the total number of outstanding shares of the Company may propose to the Company a proposal for discussion at a regular shareholders' meeting. Each shareholder may only propose one agenda item; any further proposals will be excluded from discussion. <u>If the purpose of the proposal is to urge the Company to promote public interests or fulfill its social responsibilities, the Board may accept such proposal to be discussed in general meeting.</u> The board of directors may disregard shareholders' proposals if the proposed agenda item involve any of the circumstances listed in Article 172-1, Paragraph 4 of the Company Act of the Republic of China.</p> <p>7. The Company shall announce in writing or through electronic means, before the book closure date, the conditions, places and time in which shareholders' proposals are accepted; the period for submission of shareholder proposals may not be less than 10 days.</p> <p>8. Shareholder-submitted proposals are</p>	<p>5. Shareholders who own more than 1% of the company's outstanding shares are entitled to propose, <u>in writing</u>, agenda items for discussion in annual general meetings. Each shareholder may only propose one agenda item; any further proposals will be excluded from discussion. The board of directors may disregard shareholders' proposals if the proposed agenda item involve any of the circumstances listed in Article 172-1, Paragraph 4 of the Company Act of the Republic of China.</p> <p>6. Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce that it will receive shareholder proposals, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.</p> <p>7. Shareholder-submitted</p>	<p>Paragraph amended to Paragraph 6 and wordings were revised.</p> <p>Paragraph amended to Paragraph 7.</p> <p>Paragraph amended to</p>

After amendment	Before amendment	Reason for amendment
<p>limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.</p> <p>9. Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.</p>	<p>proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.</p> <p>8. Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.</p>	<p>Paragraph 8.</p> <p>Paragraph amended to Paragraph 9.</p>
<p>Article 10</p> <p>1. If the shareholders' meeting is convened by the board of directors, the board of directors shall determine the meeting agenda. Meeting agenda (including extraordinary motions and amendments to the original agendas) shall be voted by poll. The meeting shall proceed in the order set by the</p>	<p>Article 10</p> <p>1. If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed</p>	<p>Paragraphs 1 and 4 amended in accordance with laws and regulations of the listing location.</p>

After amendment	Before amendment	Reason for amendment
<p>agenda, which may not be changed without a resolution of the shareholders' meeting.</p> <p>Paragraphs 2 and 3 omitted.</p> <p>4. The Chairman must allow adequate time to explain and discuss the various agenda items, amendments or special motions proposed during the meeting. The Chairman may announce to discontinue further discussion if the issue in question is considered to have been sufficiently discussed, proceed with the voting, and arrange sufficient time to vote.</p>	<p>without a resolution of the shareholders meeting.</p> <p>Paragraphs 2 and 3 omitted.</p> <p>4. The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.</p>	
<p>Article 13</p> <p>Paragraph 1 omitted.</p> <p>2. Voting rights shall be exercised electronically <u>and may be exercised in writing</u> during a shareholders' meeting. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person. but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting.</p>	<p>Article 13</p> <p>Paragraph 1 omitted.</p> <p>2. Voting rights may be exercised <u>electronically or in writing</u> during a shareholders' meeting. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended</p>	<p>Paragraph 2 amended in accordance with laws and regulations of the listing location.</p>

After amendment	Before amendment	Reason for amendment
Omitted.	the meeting in person. but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting. Omitted.	
Article 15 Paragraphs 1 and 2 omitted. 3. The meeting minutes shall detail the date and venue of the meeting, the Chairman's name, the method of resolution, and the proceeding and voting results of various meeting agenda items (including the <u>statistical tallies of the numbers of votes</u>). <u>For election of directors, the number of votes of each candidate shall be disclosed.</u> These minutes must be retained for as long as the company is in existence. Omitted.	Article 15 Paragraphs 1 and 2 omitted. 3. The minutes must detail the date and venue of the meeting, the Chairman's name, the method of resolution, and the proceeding and results of various meeting agenda items. These minutes must be retained for as long as the company is in existence. Omitted.	Paragraph 3 amended in accordance with laws and regulations of the listing location.

Zhen Ding Technology Holding Limited

AOA Articles Amendment Comparison Table

Article	Current Article	Proposed Amendment	Reason for Amendments
1.1	Applicable Public Company Rules the ROC laws, rules and regulations (including, without limitation, the Company Law, the Securities and Exchange Law, the rules and regulations promulgated by the FSC and the rules and regulations promulgated by the TSE, as amended from time to time) affecting public reporting companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as applicable to the Company;	Applicable Public Company Rules the ROC laws, rules and regulations (including, without limitation, the Company Law, the Securities and Exchange Law, <u>the Business Mergers and Acquisitions Act</u> , the rules and regulations promulgated by the FSC and the rules and regulations promulgated by the TSE, as amended from time to time) affecting public reporting companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as applicable to the Company;	This revision is amended to clarify the definition.
1.1		Dissenting Member has the meaning given thereto in Article 27.2;	This definition is added pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on December 25, 2019.
1.1	Law The Companies Law of the Cayman Islands and every modification, reenactment or	Law The Companies Law <u>(2020 Revision)</u> of the Cayman Islands and every	This definition is amended to reflect the version of the Company Law.

Article	Current Article	Proposed Amendment	Reason for Amendments
	revision thereof for the time being in force;	modification, reenactment or revision thereof for the time being in force;	
1.1	<p>Merger</p> <p>a transaction whereby: (a) (i) all of the companies participating in such transaction are combined into a new company, which new company generally assumes all rights and obligations of the combined companies; or (ii) all of the companies participating in such transaction are merged into one of such companies as the surviving company, and the surviving company generally assumes all rights and obligations of the merged companies, and in each case the consideration for the transaction being the shares of the surviving or new company or any other company, cash or other assets; or (b) other forms of mergers and acquisitions which fall within the definition of "merger and/or consolidation" under the Applicable Public Company Rules;</p>	<p>Merger</p> <p>a transaction whereby: (a) a "merger" or "consolidation" as defined under the Law; or (b) other forms of mergers and acquisitions which fall within the definition of "merger" or "acquisition" under the Applicable Public Company Rules;</p>	<p>This definition is amended pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on December 25, 2019.</p>
1.1		<p>Share Swap</p> <p>a 100% share swap as defined in the ROC Business Mergers and Acquisitions Act</p>	<p>Add definition.</p>

Article	Current Article	Proposed Amendment	Reason for Amendments
		whereby a company (the "Acquiring Company") acquires all the issued and outstanding shares of another company with the consideration being the shares of the Acquiring Company, cash or other assets;	
1.1		Share Exchange a share exchange as permitted under the ROC Company Act whereby a company acquires a portion of the issued and outstanding shares of another company with the consideration being the newly issued shares of such acquiring company;	Add definition.
1.1		Spin-off a spin-off as defined in the ROC Business Mergers and Acquisitions Act whereby a company transfers a part or all of its business that may be operated independently to an existing company or a newly incorporated company (the "Acquirer") with the consideration being the shares of the Acquirer, cash or other assets;	Add definition.
2.4	Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the	Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the	This Article is amended pursuant to the revised Shareholders' Rights Protection Checklist

Article	Current Article	Proposed Amendment	Reason for Amendments
	<p>Company increases its issued share capital by issuing new shares for cash consideration, after allocation of the Public Offering Portion and the Employee Subscription Portion pursuant to Article 2.3 hereof, the Company shall make a public announcement and notify each Member that he is entitled to exercise a pre-emptive right to purchase his pro rata portion of the remaining new shares, to be issued in the capital increase for cash consideration. The Company shall state in such announcement and notices to the Members the procedures for exercising such pre-emptive rights <u>and that if any Member fails to purchase his pro rata portion of such remaining newly-issued shares within the prescribed period, such Member shall be deemed to forfeit his pre-emptive right to purchase such newly-issued shares.</u></p> <p>Where an exercise of the pre-emptive right may result in fractional entitlement of a Member, the entitlements (including fractional entitlements) of two or more</p>	<p>Company increases its issued share capital by issuing new shares for cash consideration, after allocation of the Public Offering Portion and the Employee Subscription Portion pursuant to Article 2.3 hereof, the Company shall make a public announcement and notify each Member that he is entitled to exercise a pre-emptive right to purchase his pro rata portion of the remaining new shares, to be issued in the capital increase for cash consideration. The Company shall state in such announcement and notices to the Members the procedures for exercising such pre-emptive rights. Where an exercise of the pre-emptive right may result in fractional entitlement of a Member, the entitlements (including fractional entitlements) of two or more Members may be combined to jointly subscribe for one or more whole new shares in the name of a single Member, subject to compliance with such directions and terms and conditions as determined by the Board and the Applicable Public Company Rules. If</p>	<p>published by the Taiwan Stock Exchange on December 25, 2019.</p>

Article	Current Article	Proposed Amendment	Reason for Amendments
	<p>Members may be combined to jointly subscribe for one or more whole new shares in the name of a single Member, subject to compliance with such directions and terms and conditions as determined by the Board and the Applicable Public Company Rules. If the total number of the new shares to be issued has not been fully subscribed for by the Members within the prescribed period, the Company may consolidate such shares into the public offering tranche or offer any un-subscribed new shares to a specific person or persons in such manner as is consistent with the Applicable Public Company Rules.</p>	<p>the total number of the new shares to be issued has not been fully subscribed for by the Members within the prescribed period, the Company may consolidate such shares into the public offering tranche or offer any un-subscribed new shares to a specific person or persons in such manner as is consistent with the Applicable Public Company Rules.</p> <p><u>If any person who has subscribed the new shares fails to pay when due any amount of the subscription price within the payment period as determined by the Company, the Company shall fix a period of no less than one month and demand for payment of the subscription price or the Company may declare a forfeiture of the subscription. No forfeiture of such</u></p>	

Article	Current Article	Proposed Amendment	Reason for Amendments
		<p><u>subscription shall be declared as against any such person unless the amount due thereon shall remain unpaid for such period after such demand has been made.</u></p> <p><u>Notwithstanding the provisions of the preceding sentence, forfeiture of the subscription may be declared without the demand process if the payment period for subscription price set by the Company is one month or longer. Upon forfeiture of the subscription, the shares remaining unsubscribed to shall be offered for subscription in such manner as is consistent with the Applicable Public Company Rules.</u></p>	
2.6	<p>The pre-emptive right of employees under Article 2.3 and the pre-emptive right of Members under Article 2.4 shall not apply in the event that new shares are issued due to the following reasons or for the following purposes:</p> <p>(a) in connection with a Merger, <u>spin</u>-off, or pursuant to any</p>	<p>The pre-emptive right of employees under Article 2.3 and the pre-emptive right of Members under Article 2.4 shall not apply in the event that new shares are issued due to the following reasons or for the following purposes:</p> <p>(a) in connection with a Merger, <u>Share Swap, Share Exchange,</u></p>	<p>This Article is amended pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on December 25, 2019.</p>

Article	Current Article	Proposed Amendment	Reason for Amendments
	<p>reorganization of the Company;</p> <p>(b) in connection with meeting the Company's obligations under share subscription warrants and/or options, including those rendered in Articles 2.8 and 2.10 hereof;</p> <p>(c) in connection with the issue of Restricted Shares in accordance with Article 2.5 hereof;</p> <p>(d) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire shares;</p> <p>(e) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire shares;</p> <p>(f) in connection with the issue of shares in accordance with Article 13.8; or</p> <p>(g) in connection with Private Placement of the securities issued by the Company.</p>	<p><u>Spin</u>-off, or pursuant to any reorganization of the Company;</p> <p>(b) in connection with meeting the Company's obligations under share subscription warrants and/or options, including those rendered in Articles 2.8 and 2.10 hereof;</p> <p>(c) in connection with the issue of Restricted Shares in accordance with Article 2.5 hereof;</p> <p>(d) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire shares;</p> <p>(e) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire shares;</p> <p>(f) in connection with the issue of shares in accordance with Article 13.8; or</p> <p>(g) in connection with Private Placement of the securities issued by the Company.</p>	
3.6	In the event that the Company propose to	In the event that the Company proposes to	Word correction.

Article	Current Article	Proposed Amendment	Reason for Amendments
	purchase any share listed on the TSE pursuant to the preceding Article, the resolution of the Board approving such proposal and the implementation thereof should be reported to the Members in the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall also apply even if the Company does not implement the proposal to purchase its shares listed on the TSE for any reason.	purchase any share listed on the TSE pursuant to the preceding Article, the resolution of the Board approving such proposal and the implementation thereof should be reported to the Members in the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall also apply even if the Company does not implement the proposal to purchase its shares listed on the TSE for any reason.	
3.8	A delay in payment of the redemption price shall not affect the redemption but, in the case of a delay of more than thirty days, interest shall be paid for the period from the due date until actual payment at a rate which the Directors, after due enquiry, estimate to be representative of the rates being offered by banks holding "A" licenses (as defined in the Banks and Trust Companies Law (Revised) of the Cayman Islands) in the Cayman Islands for thirty day deposits in the same currency	A delay in payment of the redemption price shall not affect the redemption but, in the case of a delay of more than thirty days, interest shall be paid for the period from the due date until actual payment at a rate which the Directors, after due enquiry, estimate to be representative of the rates being offered by banks holding "A" licenses (as defined in the Banks and Trust Companies Law (<u>2020 Revision</u>) of the Cayman Islands) in the Cayman Islands for thirty day deposits in the same currency	This Article is amended to reflect the version of the Company Law.
11.4	Subject to the Law, Article 11.5 and Article 11.6, the	Subject to the Law, Article 11.5 and Article 11.6, the	This Article is amended pursuant to the revised

Article	Current Article	Proposed Amendment	Reason for Amendments
	<p>following actions by the Company shall require the approval of the Members by a Supermajority Resolution:</p> <p>(a) effecting any capitalization of distributable Dividends and/or bonuses and/or any other amount prescribed under Article 16 hereof;</p> <p>(b) effecting any Merger (except for any Merger which falls within the definition of "merger" and/or "consolidation" under the Law, which requires the approval of the Company by Special Resolution only) or spin-off of the Company;</p> <p>(c) entering into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;</p> <p>(d) the transferring of the whole or any essential part of the business or assets of the Company; or</p> <p>(e) acquiring or assuming the whole business or assets of another person, which has a material effect on the Company's operation.</p>	<p>following actions by the Company shall require <u>the approval of the Members by a Supermajority Resolution, provided that if the Applicable Public Company Rules permit the Company to only require the approval of the Board or of the Members by an Ordinary Resolution for the following actions, the Company is not required to obtain</u> the approval of the Members by a Supermajority Resolution:</p> <p>(a) effecting any capitalization of distributable Dividends and/or bonuses and/or any other amount prescribed under Article 16 hereof;</p> <p>(b) effecting any Merger (except for any Merger which falls within the definition of "merger" and/or "consolidation" under the Law, which requires the approval of the Company by Special Resolution only), <u>Share Swap</u> or <u>Spin-off</u> of the Company;</p> <p>(c) entering into, amend, or terminate any Lease Contract, Management</p>	<p>Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on December 25, 2019.</p>

Article	Current Article	Proposed Amendment	Reason for Amendments
		<p>Contract or Joint Operation Contract;</p> <p>(d) the transferring of the whole or any essential part of the business or assets of the Company;</p> <p>or</p> <p>(e) acquiring or assuming the whole business or assets of another person, which has a material effect on the Company's operation.</p>	
11.6	<p>For so long as the shares are listed on the TSE, if the Company proposes to undertake:</p> <p>(a) a merger or consolidation which will result in the Company being dissolved;</p> <p>(b) a sale, transfer or assignment of all of the Company's businesses and assets;</p> <p>(c) a share swap; or</p> <p>(d) a demerger (spin off), which would result in the termination of the Company's listing on the TSE, and where (in the case of (a) above) the surviving entity, (in the case of (b) above) the transferee, (in the case of (c) above) the entity whose shares has been allotted or who pays cash or uses its assets as the consideration in exchange for</p>	<p>For so long as the shares are listed on the TSE, if the Company proposes to undertake:</p> <p>(a) a merger or consolidation which will result in the Company being dissolved;</p> <p>(b) a sale, transfer or assignment of all of the Company's businesses and assets;</p> <p>(c) a Share Swap; or</p> <p>(d) a Spin-off, which would result in the termination of the Company's listing on the TSE, and where (in the case of (a) above) the surviving entity, (in the case of (b) above) the transferee, (in the case of (c) above) the entity whose shares has been allotted or who pays cash or uses its assets as the consideration in exchange for</p>	<p>This Article is amended due to the newly-added definition in Article 1.1.</p>

Article	Current Article	Proposed Amendment	Reason for Amendments
	the Company's shares and, (in the case of (d) above) the existing or newly incorporated spun-off company is not a listed company on the TSE or Taipei Exchange, then in addition to any requirements to be satisfied under the Law, such action shall be first approved at a general meeting by a resolution passed by Members holding two-thirds or more of the votes of the total number of issued shares of the Company.	the Company's shares and, (in the case of (d) above) the existing or newly incorporated spun-off company is not a listed company on the TSE or Taipei Exchange, then in addition to any requirements to be satisfied under the Law, such action shall be first approved at a general meeting by a resolution passed by Members holding two-thirds or more of the votes of the total number of issued shares of the Company.	
19.6	<p>The following matters shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extemporaneous motion:</p> <p>(a) election or discharge of Directors,</p> <p>(b) alteration of the Memorandum or Articles,</p> <p>(c) capital deduction,</p> <p>(d) application to terminate the public offering of the Shares,</p> <p>(e) (i) dissolution, Merger or spin-off, (ii) entering into, amending, or terminating any Lease Contract, Management</p>	<p>The following matters shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extemporaneous motion:</p> <p>(a) election or discharge of Directors,</p> <p>(b) alteration of the Memorandum or Articles,</p> <p>(c) capital deduction,</p> <p>(d) application to terminate the public offering of the Shares,</p> <p>(e) (i) dissolution, Merger, <u>Share Swap</u> or <u>Spin</u>-off, (ii) entering into, amending, or terminating any Lease Contract,</p>	This Article is amended pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on December 25, 2019.

Article	Current Article	Proposed Amendment	Reason for Amendments
	<p>Contract or Joint Operation Contract, (iii) transfer of the whole or any essential part of the business or assets of the Company, and (iv) acquisition or assumption of the whole of the business or assets of another person, which has a material effect on the operations of the Company,</p> <p>(f) ratification of an action by Director(s) who engage(s) in business for himself or on behalf of another person that is within the scope of the Company's business,</p> <p>(g) distribution of the whole or part of the surplus profit of the Company in the form of new shares, capitalization of Capital Reserve and any other amount in accordance with Article 16 or distributions of cash out of the general reserve accumulated in accordance with Article 13.5 (b) or Capital Reserve to its Members, and</p> <p>(h) Private Placement of any equity-related securities</p>	<p>Management Contract or Joint Operation Contract, (iii) transfer of the whole or any essential part of the business or assets of the Company, and (iv) acquisition or assumption of the whole of the business or assets of another person, which has a material effect on the operations of the Company,</p> <p>(f) ratification of an action by Director(s) who engage(s) in business for himself or on behalf of another person that is within the scope of the Company's business,</p> <p>(g) distribution of the whole or part of the surplus profit of the Company in the form of new shares, capitalization of Capital Reserve and any other amount in accordance with Article 16 or distributions of cash out of the general reserve accumulated in accordance with Article 13.5 (b) or Capital Reserve to its Members, and</p> <p>(h) Private Placement of any equity-related securities</p>	

Article	Current Article	Proposed Amendment	Reason for Amendments
	<p>to be issued by the Company.</p> <p>The major content of the above matters can be announced at the website designated by Taiwan securities authority or by the Company, and the Company shall specify the link to the website in the notice of the relevant general meeting.</p>	<p>to be issued by the Company.</p> <p>The major content of the above matters can be announced at the website designated by Taiwan securities authority or by the Company, and the Company shall specify the link to the website in the notice of the relevant general meeting.</p>	
20.2	<p>Any Notice or other document:</p> <p>(a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service, or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the secretary or other officer of the Company or other person appointed by the Board</p>	<p>Any Notice or other document:</p> <p>(a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service, or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the secretary or other officer of the Company or other person appointed by the Board</p>	Word correction.

Article	Current Article	Proposed Amendment	Reason for Amendments
	<p>that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;</p> <p>(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent;</p> <p>(c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant <u>despatch</u> or transmission; and in proving such service or delivery a certificate in writing signed by the secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, <u>despatch</u> or transmission shall be conclusive evidence thereof; and</p>	<p>that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;</p> <p>(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent;</p> <p>(c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant <u>dispatch</u> or transmission; and in proving such service or delivery a certificate in writing signed by the secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, <u>dispatch</u> or transmission shall be conclusive evidence thereof; and</p>	

Article	Current Article	Proposed Amendment	Reason for Amendments
	<p>(d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all Applicable Law, rules and regulations.</p> <p>This Article shall apply mutatis mutandis to the service of any document by a Member on the Company under these Articles.</p>	<p>(d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all Applicable Law, rules and regulations.</p> <p>This Article shall apply mutatis mutandis to the service of any document by a Member on the Company under these Articles.</p>	
27.1	<p>Subject to compliance with the Law, in the event any of the following resolutions is passed at general meetings, any Member who has <u>notified the Company in writing of his objection to</u> such matter <u>prior to</u> the meeting <u>and has raised again his objection at</u> the meeting, may request the Company to purchase all of his shares at the then prevailing fair price:</p> <p>(a) the Company proposes to enter into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;</p> <p>(b) the Company transfers the whole or an essential part of its business or assets, provided that, the</p>	<p>Subject to compliance with the Law, in the event any of the following resolutions is passed at general meetings, any Member who has <u>abstained from voting in respect of such matter and expressed his dissent therefor, in writing or verbally (with a record to that effect in the minutes of</u> the meeting) <u>before or during</u> the meeting, may request the Company to purchase all of his shares at the then prevailing fair price:</p> <p>(a) the Company proposes to enter into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;</p> <p>(b) the Company transfers the whole or an essential</p>	<p>This Article is amended pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on December 25, 2019.</p>

Article	Current Article	Proposed Amendment	Reason for Amendments
	<p>foregoing does not apply where such transfer is pursuant to the dissolution of the Company; <u>or</u></p> <p>(c) acquires or assumes the whole business or assets of another person, which has a material effect on the operation of the Company.</p>	<p>part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company;</p> <p>(c) <u>the Company</u> acquires or assumes the whole business or assets of another person, which has a material effect on the operation of the Company;</p> <p><u>(d) the Company proposes to undertake a Spin-off, Merger or Share Swap;</u></p> <p><u>or</u></p> <p><u>(e) the Company generally assumes all the assets and liabilities of another person or generally assigns all its assets and liabilities to another person.</u></p>	
27.2	<p>In the event any part of the Company's business is spun off or involved in any Merger, any Member, who has abstained from voting in respect of such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the general meeting approving such spin off or Merger, may request</p>	<p>Without prejudice to the Law, any Member exercising his rights in accordance with Article 27.1 (the "Dissenting Member") shall, within twenty (20) days from the date of the resolution passed at the general meeting, give his written notice of objection stating the repurchase price proposed by him. If the Company and</p>	<p>This Article is amended pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on December 25, 2019.</p>

Article	Current Article	Proposed Amendment	Reason for Amendments
	the Company to purchase all of his shares at the then prevailing fair price.	the Dissenting Member agree on a price at which the Company will purchase the Dissenting Member's Shares, the Company shall make the payment within ninety (90) days from the date of the resolution passed at the general meeting. If, within ninety (90) days from the date of the resolution passed at the general meeting, the Company and any Dissenting Member fail to agree on a price at which the Company will purchase the Dissenting Member's Shares, the Company shall pay the fair price it deems fit to such Dissenting Member within ninety (90) days from the date of the resolution passed at the general meeting. If the Company fails to pay the fair price it deems fit to such Dissenting Member within the ninety-day period, the Company shall be deemed to agree on the repurchase price proposed by such Dissenting Member.	
27.3		Without prejudice to the Law, if, within sixty (60) days from the date of the resolution passed at the general meeting, the Company and any Dissenting	This Article is added pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on

Article	Current Article	Proposed Amendment	Reason for Amendments
		Member fail to agree on a price at which the Company will purchase such Dissenting Member's Shares, then, within thirty (30) days immediately following the date of the expiry of such sixty-day period, the Company shall file a petition with the court against all the Dissenting Members which have not agreed at the purchase price by the Company for a determination of the fair price of all the Shares held by such Dissenting Shareholders. The Taiwan Taipei District Court, ROC, may be the court of the first instance for this matter.	December 25, 2019.
27.4		Notwithstanding the above provisions under this Article 27, nothing under this Article shall restrict or prohibit a Member from exercising his right under section 238 of the Law to payment of the fair value of his shares upon dissenting from a merger or consolidation.	This Article is added pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on December 25, 2019.
36.1	The office of Director shall be vacated if the Director: (a) is removed from office pursuant to these Articles; (b) is an Appointed	The office of Director shall be vacated if the Director: (a) is removed from office pursuant to these Articles; (b) is an Appointed	This Article is amended pursuant to the revised Taiwan Company Act.

Article	Current Article	Proposed Amendment	Reason for Amendments
	<p>Representative and the corporation (or other legal entity) which appointed such Appointed Representative, serves notice on the Company giving notice to remove such Appointed Representative from the office of Director, such removal shall take effect from the date specified in the notice or in the absence of such date, from the date on which the notice was served on the Company;</p> <p>(c) dies;</p> <p>(d) has been adjudicated bankrupt or the court has declared a liquidation process in connection with such Director, and such Director has not been reinstated to his rights and privileges;</p> <p>(e) is automatically discharged from his office in accordance with Article 33.3;</p> <p>(f) resigns his office by notice in writing to the Company;</p> <p>(g) an order is made by any competent court or official on the grounds</p>	<p>Representative and the corporation (or other legal entity) which appointed such Appointed Representative, serves notice on the Company giving notice to remove such Appointed Representative from the office of Director, such removal shall take effect from the date specified in the notice or in the absence of such date, from the date on which the notice was served on the Company;</p> <p>(c) dies;</p> <p>(d) has been adjudicated bankrupt or the court has declared a liquidation process in connection with such Director, and such Director has not been reinstated to his rights and privileges;</p> <p>(e) is automatically discharged from his office in accordance with Article 33.3;</p> <p>(f) resigns his office by notice in writing to the Company;</p> <p>(g) an order is made by any competent court or official on the grounds</p>	

Article	Current Article	Proposed Amendment	Reason for Amendments
	<p>that he has no legal capacity, or his legal capacity is restricted according to Applicable Law;</p> <p>(h) has been adjudicated of the commencement of assistantship (as defined under the Taiwan Civil Code) or similar declaration and such assistantship/declaration has not been revoked yet;</p> <p>(i) has committed an offence as specified in the ROC statute of prevention of organizational crimes and subsequently has been adjudicated guilty by a final judgment, and (A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation is less than five years, or (D) was pardoned for less than five years;</p> <p>(j) has committed an offence involving fraud, breach of trust or misappropriation and subsequently has been punished with</p>	<p>that he has no legal capacity, or his legal capacity is restricted according to Applicable Law;</p> <p>(h) has been adjudicated of the commencement of assistantship (as defined under the Taiwan Civil Code) or similar declaration and such assistantship/declaration has not been revoked yet;</p> <p>(i) has committed an offence as specified in the ROC statute of prevention of organizational crimes and subsequently has been adjudicated guilty by a final judgment, and (A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation is less than five years, or (D) was pardoned for less than five years;</p> <p>(j) has committed an offence involving fraud, breach of trust or misappropriation and subsequently has been punished with</p>	

Article	Current Article	Proposed Amendment	Reason for Amendments
	<p>imprisonment for a term of more than one year by a final judgement, and (A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation is less than two years, or (D) was pardoned for less than two years;</p> <p>(k) has been adjudicated guilty by a final judgment for committing offenses under the Taiwan Anti-Corruption Act <u>during the time of his public service</u>, and (A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation is less than two years, or (D) was pardoned for less than two years;</p> <p>(l) having been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet;</p>	<p>imprisonment for a term of more than one year by a final judgement, and (A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation is less than two years, or (D) was pardoned for less than two years;</p> <p>(k) has been adjudicated guilty by a final judgment for committing offenses under the Taiwan Anti-Corruption Act, and (A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation is less than two years, or (D) was pardoned for less than two years;</p> <p>(l) having been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet;</p> <p>(m) is automatically removed</p>	

Article	Current Article	Proposed Amendment	Reason for Amendments
	<p>(m) is automatically removed in accordance with Article 36.2; or</p> <p>(n) ceases to be a Director in accordance with Article 36.3.</p> <p>In the event that the foregoing events described in clauses (d), (g), (h), (i), (j), (k) or (l) has occurred in relation to a candidate for election of Director, such person shall be disqualified from being elected as a Director.</p>	<p>in accordance with Article 36.2; or</p> <p>(n) ceases to be a Director in accordance with Article 36.3.</p> <p>In the event that the foregoing events described in clauses (d), (g), (h), (i), (j), (k) or (l) has occurred in relation to a candidate for election of Director, such person shall be disqualified from being elected as a Director.</p>	
46.2	<p>A Director who is directly or indirectly interested in a contract or proposed contract or arrangement with the Company shall declare the nature of such interest as required by the Applicable Law.</p>	<p>A Director who is directly or indirectly interested in a contract or proposed contract or arrangement with the Company shall declare the nature of such interest as required by the Applicable Law. <u>If the Company proposes to enter into any transaction specified in Article 27.1 or effect other forms of mergers and acquisitions in accordance with Applicable Law, a director who has a personal interest in such transaction shall declare the essential contents of such personal interest and the reason why he believes that the transaction is advisable or not advisable at the</u></p>	<p>This Article is amended pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on December 25, 2019.</p>

Article	Current Article	Proposed Amendment	Reason for Amendments
		<u>relevant meeting of the Directors and the general meeting as required by the Applicable Law.</u>	
62.2		Subject to compliance with the Law, before the meeting of Directors resolves any matter specified in Article 27.1 or other mergers and acquisitions in accordance with the Applicable Law, the Audit Committee shall review the fairness and reasonableness of the relevant merger and acquisition plan and transaction, and report its review results to the meeting of Directors and the general meeting; provided, however, that such review results need not be submitted to the general meeting if the approval from the Members is not required under the Applicable Law. When the Audit Committee conducts the review, it shall engage an independent expert to issue an opinion on the fairness of the share exchange ratio, cash consideration or other assets to be offered to the Members. The review results of the Audit Committee and the fairness opinion issued by the	This Article is added pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on December 25, 2019.

Article	Current Article	Proposed Amendment	Reason for Amendments
		<p>independent expert shall be distributed to the Members, along with the notice of the general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting if the approval from the Members is not required under the Applicable Law. Such review results and fairness opinion shall be deemed to have been distributed to the Members if the same have been uploaded onto the website designated by the FSC and made available to the Members for their inspection and review at the venue of the general meeting.</p>	