

**Zhen Ding Technology Holding Limited**  
**References for 2023 Annual General Meeting of Shareholders**

**Date and Time: 9:00 a.m., May 30, 2023**

**Venue: No.6, Lane 28, Sanho Road, Sanshi Village, Dayuan District, Taoyuan City, Taiwan, R.O.C. (conference room on the 1st floor)**

**Ratification Items**

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

**Subject: Ratification of 2022 Business Report and Consolidated Financial Statements.**

**Explanatory Notes:** 1. The Company's Consolidated Financial Statements for 2022 were audited by independent auditors, CPA Hsu, Sheng-Chung and CPA Hsu, Jie-Ru of the CPA firm, Pricewaterhouse Coopers (PwC) Taiwan.

2. For the 2022 Business Report, Independent Auditors' Report and Consolidated Financial Statements, please refer to the Meeting Handbook.

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

**Subject: Ratification of the 2022 earnings distribution:**

**Explanatory Notes:** 1. The net profit after tax of the Company's parent company for 2022 was NT\$14,197,039,917 and the retained earnings available to distribute for the year was NT\$41,242,128,388.

2. For the 2022 Earnings Distribution Table, please see the Meeting Handbook.

**Discussion Items**

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

**Subject: Amendments to the "Articles of Association". Please review.**

**Explanatory Notes:** 1. The Company's "Articles of Association" have been partially amended in accordance with the Letters Tai-Zheng-Shang-II-Zi No. 1111700674 dated March 11, 2022 and No. 1111704301 dated January 9, 2023 issued by Taiwan Stock Exchange regarding the amendments to the regulations of the "Check List for the Protection of Shareholders of Issuer Registered in Foreign Country".

2. For the comparison table before and after the amendment, please refer to the Meeting Handbook.

3. The registered agent is authorized to make a necessary declaration

to the Cayman Islands company registration office after the shareholders meeting approves this proposal.

### **Proposal 2**

**Proposed by the Board of Directors**

**Subject: Amendments to the “Rules and Procedures of Shareholders' Meeting”. Please review.**

- Explanatory Notes:**
1. In response to the shareholders’ meeting being held through video conferencing, the Company’s “Rules and Procedures of Shareholders’ Meeting” have been partially amended in accordance with the letter Tai-Zhen-Zhi-Li-Zi No. 11100042501 issued by Taiwan Stock Exchange on March 8, 2022.
  2. For the comparison table before and after the amendment, please refer to the Meeting Handbook.

### **Proposal 3**

**Proposed by the Board of Directors**

**Subject: Amendments to the “Operational Procedures for Endorsements and Guarantees” are submitted for approval.**

- Explanatory Notes:**
1. To meet the operational needs of the Company and enhance financial flexibility, the partial amendment of the "Operational Procedures for Endorsements and Guarantees” is proposed.
  2. For the comparison table before and after the amendment, please refer to the Meeting Handbook.

### **Election**

**Proposed by the Board of Directors**

**Subject: The Re-election of Directors and Independent Directors.**

- Explanatory Notes:**
1. The term for current directors and independent directors will end on June 18, 2023. The re-election will be carried out at the shareholders’ meeting in accordance with the law. In order to accommodate the re-election date of the General Shareholders’ Meeting, the original directors and independent directors shall be dismissed early from the date of re-election. The three year term of the newly elected directors shall begin on the date of re-election, from May 30, 2023, to May 29, 2026.
  2. Pursuant to the Company’s “Articles of Association”, three directors and four independent directors shall be elected using the candidate nomination system.
  3. The list of director and independent director candidates of the

Company was proposed by the first meeting by the first Nomination Committee on March 13, 2023, and passed by resolution by the eighteenth meeting of the fourth Board of Directors. The shareholders shall make their selection according to the list of nominated directors and independent directors. Please refer to Attachment 1 for the list of candidates.

4. Please refer to the Meeting Handbook for the Rules Governing the Election of Directors.

## **Other Agenda**

### **Proposed by the Board of Directors**

**Subject: Proposal for the removal of the non-competition restriction for new directors and the persons entities they represent. Please review.**

- Explanatory Notes:**
1. According to Article 46.4 of the Articles of Incorporation, the Company's directors shall offer explanations for their actions 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 (including independent directors) and their representatives is proposed for approval at the shareholders' meetings. Please refer to Attachment 2 for the status of competition.

## **Extraordinary Motions**

## **Adjournment**

**Zhen Ding Technology Holding Limited**  
**List of director and independent director candidates.**

<b>Director Candidates</b>	<b>1</b>	<b>2</b>	<b>3</b>
<b>Name</b>	<b>Chang-Fang Shen</b>	<b>Foxconn(Far East) Limited Representative: Che-Hung Yu</b>	<b>Ting-Chuan Lee</b>
<b>Gender</b>	<b>Male</b>	<b>Male</b>	<b>Male</b>
<b>Education</b>	<b>Honorary Doctor of Science of Chung Yuan Christian University Department of Business Administration, Chinese Culture University</b>	<b>Master in Law, American University, United States</b>	<b>EMBA, National Taiwan University Master of Chemical Engineering, National Central University</b>
<b>Experience</b>	<b>General Manager of Unicap Electronics Industrial Corp. General Manager of Promisedland Resort Executive Vice President, Pacific Securities Vice President of Underwriting, Asia Securities Section Chief of the Export-Import Bank of the Republic of China</b>	<b>Supervisor of Hon Hai Precision Industry</b>	<b>President of Subtron Technology Co., Ltd. Vice President of Unimicron Technology Corp. Manager of Compeq Manufacturing Company Limited</b>
<b>Current position</b>	<b>Chairperson of Zhen Ding Technology Holding Limited Chairperson of Zhen Ding Technology Chairperson of Avary Holding (Shenzhen)</b>	<b>Representative of Institutional Director of Zhen Ding Technology Holding Limited Director of Avary Holding (Shenzhen) Supervisor of Zhen Ding Technology Co., Ltd. Supervisor of Garuda Technology Senior Associate Vice President of Hon Hai Precision Representative of Institutional Director of ShunSin Technology Holdings Limited Representative of Institutional Director of Syntrend Creative Park</b>	<b>Director of Zhen Ding Technology Holding Limited General Manager of Zhen Ding Technology Holding Executive Director of Li Ding Semiconductor Technology (Shenzhen) Executive Director of Li Ding Semiconductor Technology Qinhuangdao Executive Director of Qi Ding Technology Qinhuangdao</b>
<b>Number of Shares Held (unit: Shares)</b>	<b>4,588,000</b>	<b>305,515,627</b>	<b>80,000</b>

<b>Independent Director Candidates</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>
<b>Name</b>	<b>Chen-Fu Chien</b>	<b>Jing-Ying Hu</b>	<b>Xin-Cheng Yeh</b>	<b>Jun-Chong Chen</b>
<b>Gender</b>	<b>Male</b>	<b>Female</b>	<b>Male</b>	<b>Male</b>
<b>Education</b>	<b>University of Wisconsin - Madison, USA Ph.D, Decision Science and Operations</b>	<b>Florida International University, USA Master of Business Administration Master of Computer Science, Barry University, USA</b>	<b>PhD in Civil and Environmental Engineering, Cornell University, USA Master of Environmental Engineering, National Taiwan University</b>	<b>PhD in International Business Administration, University of Texas at Dallas (UTD), USA</b>
<b>Experience</b>	<b>Lecture Professor, National Tsing Hua University Director, Artificial Intelligence for Intelligent Manufacturing Systems Research Center Director of the Ministry of Science and Technology "IC Industry Alliance" program and the "Tsinghua-TSMC Manufacturing Center of Excellence"</b>	<b>Supervisor of Powerchip Semiconductor Manufacturing Corporation CFO and Spokesperson of Acer President and Vice Chairperson of Videoland Television Network Chief Executive Officer of Asia Television Limited, Hong Kong Director of CA &amp; CTA Ltd., Hong Kong</b>	<b>Minister of State of the Executive Yuan CEO of the National Sustainable Development Committee, Executive Yuan Political Deputy Minister of the Environmental Protection Administration, Executive Yuan Associate Professor/Professor/Dean of the Graduate Institute of Environmental Education, National Kaohsiung Normal University</b>	<b>Associate Professor of International Business, Yuan Ze University</b>
<b>Current position</b>	<b>Independent Director of Zhen Ding Technology Holding Limited Vice President/Professor of National Tsing Hua University Independent Director, Uniflex Technology Inc. Independent Director of Airoha Technology</b>	<b>Chairperson of Invista Investment Independent Director of Acer Synergy Tech Independent Director of Vigor Kobo</b>	<b>Professor of the Graduate Institute of Environmental Education, National Taiwan Normal University</b>	<b>Associate Professor of International Business, National Taiwan University Independent Director of ATEN International</b>
<b>Number of Shares Held (unit: Shares)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Zhen Ding Technology Holding Limited**  
**Description of Director (including Independent Director) Competition**

<b>Title</b>	<b>Name</b>	<b>Current positions held in other companies</b>
<b>Chairman</b>	<b>Chang-Fang Shen</b>	<b>Chairperson of Avary Holding (Shenzhen) Co., Ltd.</b>
<b>Director Representative</b>	<b>Che-Hung Yu</b>	<b>Representative of Institutional Director of ShunSin Technology Holdings Limited</b> <b>Representative of Institutional Director of Syntrend Creative Park Co., Ltd.</b> <b>Director, Avary Holding (Shenzhen) Co., Ltd.</b>
<b>Director</b>	<b>Ting-Chuan Lee</b>	<b>Executive Director, Leading Interconnect Semiconductor Technology (Shenzhen) Co., Ltd.</b> <b>Executive Director of Li Ding Semiconductor Technology Qinhuangdao Co., Ltd.</b> <b>Executive Director of Qi Ding Technology Qinhuangdao Co., Ltd.</b>
<b>Independent Director</b>	<b>Chen-Fu Chien</b>	<b>Independent Director, Uniflex Technology Inc.</b> <b>Independent Director of Airoha Technology Co., Ltd.</b>
<b>Independent Director</b>	<b>Jing-Ying Hu</b>	<b>Chairperson of Invista Investment Co., Ltd.</b> <b>Independent Director of Acer Synergy Tech Co., Ltd.</b> <b>Independent Director of Vigor Kobo Co., Ltd.</b> <b>Vice Chairperson of COWealth Medical Science &amp; Biotechnology (Shanghai) Co., Ltd.</b> <b>Independent Director of LVGEM (China) Real Estate Investment Company Limited</b>
<b>Independent Director</b>	<b>Jun-Chong Chen</b>	<b>Independent Director of ATEN International Co., Ltd.</b>