



Zhen Ding Technology Holding Limited
References for 2024 Annual Shareholders' Meeting

Date and Time: 9:00 a.m., May 30, 2024

Venue: No.6, Lane 28, Sanho Road, Sanshi Village, Dayuan District, Taoyuan City (First floor conference room of the Company)

Ratification Items

Proposal 1

Proposed by the Board of Directors

Subject: Ratification of 2023 Business Report and Consolidated Financial Statements.

- Explanatory Notes:**
1. The Company's Consolidated Financial Statements for 2023 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 2023 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 2023 earnings distribution.

- Explanatory Notes:**
1. The net profit after tax of the Company's parent company for 2023 was NT\$6,188,729,056 and the retained earnings available to distribute for the year was NT\$38,892,461,624.
 2. For the 2023 Earnings Distribution Table, please refer to the Meeting Handbook.

Discussion Items

Proposal 1

Proposed by the Board of Directors

Subject: Proposal for amendments to the Company's "Rules Governing the Election of Directors".

- Explanatory Notes:**
1. According to the Sample Template for "XXX Co., Ltd. Procedures for Election of Directors" provided in the announcement issued by Taiwan Stock Exchange Corporation, the Company proposed to amend its "Rules Governing the Election of Directors".
 2. For the comparison table before and after the amendment, please refer to the Meeting Handbook.

Proposal 2**Proposed by the Board of Directors****Subject: Proposal for the release of the non-competition restriction for directors.**

Explanatory Notes: 1. According to Article 46.4 of the 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 the above directors is proposed for approval at the Shareholders' Meeting:

Title	Name	Company Name and Title Held Concurrently
Independent Director	Jing-Ying Hu	Independent Director, ADATA Technology Co., Ltd.

Extraordinary Motions**Adjournment**