

Dear Zhen Ding Shareholders,
敬愛的臻鼎股東們

May 3rd, 2024

I am writing to inform you of Zhen Ding Technology Holding Limited's upcoming Annual General Meeting ("AGM"), scheduled for May 30th, 2024.

謹代表臻鼎致股東投票信函，說明即將於 2024 年 5 月 30 日舉行股東常會議案。

During the 2024 AGM, there are four proposals slated for voting:
2024 年股東會四項議案謹請投票：

Proposal 議案	Board Recommendation
Approve 2023 Business Report and Consolidated Financial Statements 承認 112 年度營業報告書及合併財務報表案	FOR 贊成
Approve 2023 Earnings Distribution 承認 112 年盈餘分配表案	FOR 贊成
Amendments to the Company's "Rules Governing the Election of Directors" 「董事選舉辦法」修訂案	FOR 贊成
Release of the Non-Competition Restriction for Directors 解除董事競業禁止之限制案	FOR 贊成

Approve 2023 Business Report and Consolidated Financial Statements

承認 112 年度營業報告書和及合併財務報表案

The Business Report, Independent Auditors' Report and Consolidated Financial Statements for 2023 are disclosed in the Meeting Handbook.

112 年度營業報告書、會計師查核報告書與合併財務報表詳見於股東會議事手冊

Approve 2023 earnings distribution

承認 112 年度盈餘分配表案

Net income after tax 稅後淨利	NT\$ 6,188,729,056
Retained earnings available for distribution 本年度可供分配盈餘	NT\$ 38,892,461,624
Cash distribution 現金股利	NT\$ 3,101,586,002
Cash dividend per share 每股現金股利	NT\$ 3.275
Cash Payout Ratio 股息發放率	50.12%

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

本公司「董事選舉辦法」修訂案

In 2020, the Taiwan Stock Exchange released the "Sample Template for XXX Co., Ltd. Procedures for Election of Directors". The amendments aim to update our procedural rules to align with relevant regulations and enhance the practice of director elections.

2020 年，臺灣證券交易所頒布「○○ 股份有限公司董事選任程序」參考範例，修訂案意旨
在更新我們的辦法規則，以符合相關法規，並強化董事選舉作業規範性。

Proposal for the release of the non-competition restriction for directors

解除董事競業禁止之限制案

Ms. Jing-Ying Hu was elected as an independent director at Zhen Ding's 2023 AGM. It is important to note that Zhen Ding Technology operates in a distinct industry from ADATA Technology (Ticker: 3260 TT), where Ms. Hu was also elected as an independent director on June 2, 2023. ADATA Technology is a memory manufacturer, and there is no competition between ADATA Technology and Zhen Ding Technology. Therefore, there exists no conflict of interest for Ms. Hu serving as an independent director for both companies.

胡競英女士於 2023 年臻鼎股東常會當選為獨立董事，而胡女士於 2023 年 6 月 2 日亦當選
為威剛科技(股票代號：3260 TT)之獨立董事。臻鼎與威剛分屬不同的行業，威剛是一家
記憶體製造企業，威剛與臻鼎間並無競爭關係，因此胡女士分別擔任兩家公司之獨立董事，
不存在任何利益衝突。

Enclosed with this letter you will find the 2024 AGM Meeting Notice and the Handbook on Zhen Ding's website (<https://www.zdtco.com/en/investor/meeting>).

文件隨信附上本次(2024 年)股東常會會議通知與議事手冊官網連結如下：
(<https://www.zdtco.com/tw/investor/meeting>).

Thank you for your continued support of Zhen Ding.

感謝您對於臻鼎的持續支持！

Yours sincerely,



Charles Shen

沈慶芳

Chairman of Board

董事長