臻鼎科技控股
Zhen Ding Tech. Holding

Dear Zhen Ding Shareholders, Apr 28, 2026

敬愛的臻鼎股東們

I am writing to inform you of the upcoming Annual General Meeting ("AGM") of Zhen Ding Technology Holding Limited, which is scheduled for May 29, 2026.

謹代表臻鼎致函全體股東，說明本公司即將於 2026 年 5 月 29 日舉行股東常會。

Please find below the proposals slated for voting and the Board of Directors' recommendations:

2026 年股東會議案謹請投票：

Item	Proposal 議案	Board Rec.
1	Approve 2025 Business Report and Consolidated Financial Statements 承認 114 年度營業報告書及合併財務報表案	FOR 贊成
2	Approve 2025 Earnings Distribution 承認 114 年盈餘分配表案	FOR 贊成
3	Amendments to the Company's "Articles of Association" 「公司章程」修訂案	FOR 贊成
4	Amendments to the Company's "Procedures for Acquisition and Disposal of Assets" 「取得與處分資產處理程序」修訂案	FOR 贊成
5	Amendments to the Company's "Rules and Procedures of Shareholders' Meeting" 「股東會議事規則」修訂案	FOR 贊成
6	Proposal for the Company's issuance of restricted stock awards 發行限制員工權利新股案	FOR 贊成
7	Proposal for the Company's Subsidiary, Leading Interconnect Semiconductor Technology (Shenzhen) Co., Ltd., intends to apply for listing on the Hong Kong Stock Exchange. 本公司之子公司禮鼎半導體科技（深圳）有限公司擬於香港聯合交易所申請上市案	FOR 贊成
8	Election of Directors 全面改選董事暨獨立董事案	
8.1	Elect Chang-Fang SHEN, as Non-Independent Director 沈慶芳	FOR 贊成
8.2	Elect John-See LEE, as Non-Independent Director 李鍾熙	FOR 贊成
8.3	Elect Che-Hung YU, as Non-Independent Director 游哲宏	FOR 贊成
8.4	Elect Shuo-Hung HSU, as Independent Director 徐碩鴻	FOR 贊成
8.5	Elect, Gin-Ing HU as Independent Director 胡競英	FOR 贊成
8.6	Elect Shin-Cheng YEH, as Independent Director 葉欣誠	FOR 贊成
8.7	Elect Chun-Chung CHEN, as Independent Director 陳俊忠	FOR 贊成

9	Proposal for the release of the non-competition restriction for directors 解除董事競業禁止之限制案	FOR 贊成

1. Approve 2025 Business Report and Consolidated Financial Statements
承認 114 年度營業報告書及合併財務報表案

The Business Report, Independent Auditors' Report and Consolidated Financial Statements for 2025 are disclosed in the Meeting Handbook.
114 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

2. Approve 2025 Earnings Distribution
承認 114 年度盈餘分配表案

Net income after tax 稅後淨利	NT$ 6,790,507,694
Retained earnings available for distribution 累積可供分配盈餘	NT$ 50,259,954,600
Cash distribution 現金股利	NT$ 3,693,452,348
Cash dividend per share 每股現金股利	NT$ 3.45
Cash Payout Ratio 股息發放率	54.39%

3. Amendments to the Company's "Articles of Association"
本公司「公司章程」修訂案

The proposed amendments are intended to align with the updated regulations in the "Check List for the Protection of Shareholders of Issuer Registered in Foreign Country" as announced by the Taiwan Stock Exchange on February 4, 2026.
本次修訂係為配合臺灣證券交易所於 2026 年 2 月 4 日公告之「外國發行人註冊地國股東權益保護事項檢查表」更新規定。

4. Amendments to the Company's "Procedures for Acquisition and Disposal of Assets"
本公司「取得與處分資產處理程序」修訂案

The proposed amendments are intended to align with the updated regulations announced by the Financial Supervisory Commission on July 24, 2025, while also reflecting the Company's operational needs. Certain authorization thresholds have been adjusted to enhance decision-making efficiency and operational flexibility. As these amendments relate to the Company's operational management framework, they have been carefully reviewed by the Board. The Board remains subject to ongoing oversight and accountability to shareholders, ensuring that such decisions are made in the best interests of the Company and its shareholders.
本次修訂係為配合金管會於 2025 年 7 月 24 日公告之更新規定，並同時反映公司營運之實務需求，適度調整部分授權金額門檻，以提升決策效率及營運彈性。本次修訂涉及公司營

運管理及決策授權機制，已由董事會審慎評估通過。董事會將持續接受股東監督及公司治理機制之約束，以確保相關決策符合公司及全體股東之最佳利益。

5. Amendments to the Company's "Rules and Procedures of Shareholders' Meeting"
本公司「股東會議事規則」修訂案

The proposed amendments are intended to align with the updated regulations announced by the Taiwan Stock Exchange on March 5, 2026.
本次修訂係為配合臺灣證券交易所於 2026 年 3 月 5 日公告之更新規定。

6. Proposal for the Company's issuance of restricted stock awards
發行限制員工權利新股案

The Company proposes to issue restricted stock awards as a long-term incentive mechanism to attract and retain key talent and align employee incentives with the Company's long-term performance and shareholder interests. Participants are limited to eligible full-time managers and key employees who have a significant impact on operational decisions or are critical to the Company's core technologies and strategic development. The awards are subject to vesting conditions based on continued service, individual performance, and Company performance targets, including either revenue growth of 7% or net profit growth of 10%, in each case measured against the average of the prior three years, as well as annual ESG targets. The vesting schedule is structured over a two- to five-year period, and the proposed issuance is expected to have a limited dilution impact.
本公司擬發行限制員工權利新股，作為長期激勵機制，以吸引及留任關鍵人才，並使員工激勵與公司長期經營績效及股東利益保持一致。適用對象為對公司營運決策具重要影響或對核心技術與策略發展具關鍵貢獻之全職經理人及核心員工。該等股份之既得條件須同時考量持續任職、個人績效及公司營運績效指標，包括以前三年度平均為基準之營收成長率達 7%或稅後淨利成長率達 10%，並納入年度 ESG 績效目標。既得期間為二至五年，且本次發行對股東權益之稀釋影響有限。

7. Proposed by the Board of Directors Proposal for the Company's Subsidiary, Leading Interconnect Semiconductor Technology (Shenzhen) Co., Ltd., intends to apply for listing on the Hong Kong Stock Exchange
本公司之子公司禮鼎半導體科技（深圳）有限公司擬於香港聯合交易所申請上市案

The Company proposes to pursue a listing of its subsidiary, Leading Interconnect Semiconductor Technology (Shenzhen) Co., Ltd., on the Hong Kong Stock Exchange to access international capital markets, support business expansion and technology development, and enhance financial flexibility. As a semiconductor-related business, the proposed listing is expected to strengthen its visibility and credibility within the global semiconductor supply chain and support its long-term growth, contributing positively to the overall development of the Group. The Company will continue to maintain control over

the subsidiary following the listing, and no material changes to the Group's organizational structure or the Company's listing status on the Taiwan Stock Exchange are expected.
本公司擬推動子公司禮鼎科技於香港聯交所上市，以透過國際資本市場募集資金，支應業務拓展及技術研發，並優化財務結構及提升資金運用彈性。禮鼎科技主要從事半導體相關業務，本次上市有助提升其於半導體產業鏈及國際市場之能見度與信譽，並支持其長期成長動能，對集團整體發展具正面效益。本公司於上市後仍將維持對子公司之控制力，集團組織架構亦不會發生重大變動，且不影響本公司於臺灣證券交易所之上市地位。

8. Director Nominees: Mix of Experience, Qualifications, Diversity of Attributes, & Skills

Experience, Qualifications, Attributes and Skills	Chang-Fang SHEN	John-See LEE	Che-Hung YU	Shuo-Hung HSU	Gin-Ing HU	Shin-Cheng YEH	Chun-Chung CHEN
Leadership	v	v	v	v	v	v	v
Industry Expert	v			v			
Finance/Accounting	v				v		
Legal/Regulatory			v			v	
ESG/Sustainability	v					v	
Global/International Perspective	v	v			v		v
Academia				v		v	v
Audit & Remuneration Experience					v		v
Public Board Experience	v	v	v		v		v
Bilingual (CH/EN)	v	v	v	v	v		v
Board Tenure and Diversity							
Years on the Board	19.8	11.9	13.2	New	2.9	2.9	2.9
Age at 2026 AGM	71-80	71-80	61-70	51-60	61-70	51-60	51-60
Number of Other Public Company Boards	1	2	1	0	3	0	1
Gender	M	M	M	M	F	M	M

For more information on director candidates, please see the Supplementary Information at the end of this letter.

The Board has nominated three non-independent directors and four independent directors. Of the non-independent director nominees, two are incumbent directors, while Dr. John-See Lee, who previously served on Zhen Ding's Board, has been nominated again. Of the independent director nominees, three are incumbent independent directors, while Dr. Shuo-Hung Hsu is a first-time nominee.
董事會本次提名三席一般董事及四席獨立董事候選人。在一般董事候選人中，兩位為現任董事，另提名曾於 2011 年至 2023 年間擔任臻鼎董事之李鍾熙博士再次加入董事會。在獨立董事候選人方面，三位為現任獨立董事，徐碩鴻博士則為首次提名之候選人。

Having served on Zhen Ding's Board from 2011 to 2023, Dr. Lee brings deep familiarity with the Company's operations, strategic priorities, and governance. Combined with his broad experience in industrial technology and innovation, his involvement with the Company will provide valuable continuity and support Zhen Ding's long-term development.
李博士曾於 2011 年至 2023 年間擔任臻鼎董事，對公司營運、策略方向及公司治理具高度熟悉度。結合其於產業技術與創新領域之豐富經驗，李博士再獲提名，將有助於延續董事會之經驗與運作穩定性，並支持臻鼎的長期發展。

Dr. Hsu's extensive background in electrical engineering, semiconductor technology, research and development, and industry–academia collaboration will strengthen the Board's capabilities in innovation and strategic technology direction. His cross-sector experience spanning academia, industry, and public-sector initiatives will support Zhen Ding's continued technological advancement and enhance its long-term competitiveness.
徐博士具備電機工程、半導體技術、研發創新及產學合作之豐富經歷，將強化董事會於技術創新及策略方向之專業能力。其橫跨學界、產業界及公共政策領域之經驗，有助於支持臻鼎持續推動技術發展並提升長期競爭力。

All incumbent directors demonstrated strong commitment, with 100% attendance at board meetings in 2025 and no concerns related to overboarding.
全體現任董事均積極履行董事職責，2025 年度董事會平均出席率為 100%，亦未有兼任過多董事職務之情形。

Proposal for the release of the non-competition restriction for directors
解除董事競業禁止之限制案

Details of the outside directorships held by each director nominee have been fully disclosed in the Meeting Handbook. The Company believes that these positions do not create conflicts with its business operations. Approval of this proposal would enable the Company to continue benefiting from the directors' diverse expertise and industry perspectives, while maintaining appropriate governance oversight and safeguards to manage any potential conflicts.
各董事候選人兼任其他公司董事職務之相關資訊，均已於議事手冊中充分揭露。本公司認為該等職務與本公司業務並無利益衝突。通過本議案，將有助本公司持續借重董事多元之專業經驗與產業視野，並在完善之公司治理監督及利益衝突管理機制下，確保董事職務之有效履行。

Enclosed with this letter you will find the 2026 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(2026 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,

沈慶芳

Charles Shen
沈 慶 芳
Chairman of Board
董事長

Chang-Fang SHEN

When Mr. Shen became the Chairman of Zhen Ding in 2006, Zhen Ding ranked as the 26th PCB Manufacturer in the world, and under his leadership, Zhen Ding improved its rank to the largest PCB Manufacturer in the world by 2017 and has held the title ever since. Under his continued leadership, Mr. Shen will continue to build on the success and continue to grow Zhen Ding.

Mr. Shen has a Bachelor's Degree in Business Administration from the Chinese Culture University. He also received an Honorary Degree from Chung Yuan Christian University.

John-See LEE

Dr. Lee served on the Board of Zhen Ding from 2011 to 2023, first as an independent director from 2011 to 2020 and subsequently as a non-independent director from 2020 to 2023. He formerly served as President of the Industrial Technology Research Institute (ITRI) and as a director of TSMC (2330 TT). He currently serves as Honorary Chairman of the Taiwan Bio Industry Organization and Honorary Chairman of the Precision Medicine Industry Association of Taiwan.

Dr. Lee holds a Ph.D. in Chemical Engineering from the Illinois Institute of Technology, an MBA from the University of Chicago, and completed Harvard Business School's Advanced Management Program.

Che-Hung YU

Mr. Yu is currently serving as the Head of Department of Legal Planning and Management in Finance and Investment at Hon Hai Precision Industry Co., Ltd. (2317 TT). He will continue to bring his vast legal experience to support Zhen Ding.

Mr. Yu holds a Master in Law from American University.

Shuo-Hung HSU

Dr. Hsu currently serves as Dean of the College of Electrical Engineering and Computer Science at National Tsing Hua University. He is also a Professor in the Department of Electrical Engineering and the Institute of Electronics Engineering, as well as in the College of Semiconductor Research.

Dr. Hsu holds both a Ph.D. and an M.S. in Electrical Engineering from the University of Michigan, Ann Arbor.

Gin-Ing HU

Ms. Hu is an Independent Director and a member of the Audit and Remuneration Committees at Acer Synergy Tech Corp. (6751 TT), ADATA Technology (3260 TT), and Kinpo Electronics (2312 TT).

Ms. Hu has previously served as the Chief Financial Officer and Spokeswoman of Acer (2353 TT). She also held several advisory and management positions including Vice Chairperson and President of Videoland and CEO of Asia Television Hong Kong.

Ms. Hu is also a certified public accountant in the U.S. and Hong Kong. She holds an MBA from Florida International University and MSc in Computer Science from Barry University.

Shin-Cheng YEH

Dr. Yeh is a Professor at the National Taiwan Normal University in the Graduate Institute of Environmental Education. He has previously served as the Chief Executive Officer of the National Council for Sustainable Development and the Deputy Minister of Environmental Protection Administration at the Executive Yuan.

Dr. Yeh graduated from National Taiwan University with a Master's Degree in Environmental Engineering. Dr. Yeh completed his PhD in Civil and Environmental Engineering at Cornell University.

Chun-Chung CHEN

Dr. Chen is currently an Independent Director and a member of the Audit and Remuneration Committees at Aten (6277 TT) and he has a 100% attendance rate at all board meetings.

Dr. Chen is the Associate Professor at National Taiwan University in the Department of International Business. He will bring to the Board strong management experience with expertise in internationalization strategy and transitional management.
Dr. Chen holds a Ph.D in International Business Administration from the University of Texas at Dallas.