# ADVANTECH Co., Ltd.

# 2020 Annual General Shareholder Meeting Meeting Notice

(Summary Translation)

**Subject:** 2020 Annual General Shareholders' Meeting of ADVANTECH Co.,Ltd. ("the meeting") to be convened in accordance with the Company Law, Securities and Exchange Law and the resolution of the Company's Board Meeting on March 06, 2020.

#### **Announcement:**

- 1. Meeting Time: 9:00a.m., May 28, 2020
- 2. Meeting Venue: Neihu Headquarters

(B1,No.1, Line 20, Lane 26, Rueiguang Road, Neihu District, Taipei City)

- 3. Meeting Agenda:
  - I. Management Presentations
    - 1) The 2019 Business Report
    - 2) The Audit Committee's Review Report on the 2019 Financial Statements
    - 3) Status reports of the Cash dividends for Distribution of 2019 Profits
    - 4) 2019 Employees' and Directors' Remuneration Proposal
    - 5) Report of all endorsements and guarantees tendered in 2019
  - II. Acknowledgement Items
    - 1) Adoption of the 2019 Business Report and Financial Statements
    - 2) Adoption of the Proposal for Distribution of 2019 Profits
  - III. Discussion and Election
    - 1) Amendment to the Company's "Articles of Incorporation".
    - 2) Issuance of new shares from capital increase by earnings.
    - 3) The Company plans to issue employee share options with price lower than fair market value
    - 4) Amendment to the "Procedures for Lending Funds to Other Parties".
    - 5) Amendment to the "Procedures for Endorsement & Guarantee".
    - 6) Election of directors.
    - 7) Exemption of the limitation of non-competition on the directors of the Company.
  - IV. Questions and Motions
- 4. The proposed distribution of 2019 profits to shareholders adopted at the Board Meeting

totaled NT\$5,463,198,078(cash dividends).andNT\$700,410,010(share dividends).

Each shareholder will be entitled to receive a cash dividend of NT\$8.80per share. In the event that, before the distribution record date, the proposed earning distribution is affected by employee stock options, or a buyback, conversion and reduction of shares, it is proposed that the Chairman is authorized to adjust the cash to be distributed to each share based on the number of actual shares outstanding on the record date for distribution. Upon the approval of the Annual General Shareholder's Meeting, it is proposed that the Chairman is authorized to resolve the ex-dividend date and other relevant issues.

- 5. Conforming to the amendments of Company Act in 2019 and to the needs of commercial practice, the Company hereby to amend the Articles of Incorporation. For the completed amendments, please refer to the Meeting Agenda on M.O.P.S. (https://mops.twse.com.tw)
- 6. In accordance with the related laws and regulations, the Company shall elect 7 directors (including 3 independent directors) at its 2020 Annual General Shareholders Meeting. Pursuant to the Articles of Incorporation of ADVANTECH Co., Ltd., The election shall adopt the candidate nomination system. The list of the nominated candidates is as follows:

## 4 director candidates:

K.C. Liu; Wesley.Liu , K and M Investment Co., Ltd. Representative; Donald Chang, AIDC Investment Corp. Representative; Chaney Ho, Advantech Foundation Representative.

## 3 independent director candidates:

Jeff Chen, Benson Liu, Chan-Jane Lin

For the related information of nominated candidates, please refer to the Meeting Agenda on M.O.P.S. (https://mops.twse.com.tw)

- 7. Pursuant to Article 209 of the Company Act, if a director engaging, either for himself or on behalf of another person, in activities that are within the scope of the company's business, shall secure the approval from the shareholders meeting without causing any harm to the Company, it is hereby proposed to release the prohibition on newly-elected directors and their corporate representatives, who participate in the operations of another company that engages in the same or similar business scope as the Company, from participation in the competitive business. For the related information of concurrent positions, please refer to the Meeting Agenda on M.O.P.S.( https://mops.twse.com.tw )
- 8. Shareholders may exercise their voting rights through STOCKVOTE platform of Taiwan Depository & Clearing Corporation (<a href="https://www.stockvote.com.tw">https://www.stockvote.com.tw</a>) during the period from Apr 28, 2020 to May 25,2020.
- 9. Meeting notice and proxy will be sent to shareholders thirty (30) days prior to the date of the

Meeting. Any shareholder who does not receive the meeting notice may contact the Transfer Agency Department of KGI Securities Co. Ltd directly.

10. For further information, please log on to our corporate website at <a href="https://www.advantech.tw/">https://www.advantech.tw/</a>

Board of Directors

ADVANTECH Co., Ltd.