



## **Meeting Notice of Annual General Shareholders' Meeting (Summary Translation)**

- A. The 2020 Annual General Shareholders' Meeting (the "Meeting") of Andes Technology Corporation will be convened at No.1, Gongye E. 2<sup>nd</sup> Rd., Hsinchu Science Park (2F, Meeting Room: Darwin) at 10:00 a.m. on June 18<sup>st</sup>, 2020.  
The agenda for the Meeting is as follows:
- I. Report items:
    - (1) To report the business of 2019
    - (2) Audit Committee's Review Report on the 2019 Financial Statements
    - (3) To report 2019 employees' profit sharing bonus and directors and supervisors' compensation
    - (4) To report the amendment of the Ethical Corporate Management Best Practice Principles
    - (5) To report the 2019 cash dividend distribution
  - II. Acknowledgements
    - (1) To accept 2019 Business Report and Financial Statements
    - (2) To accept the proposal for distribution of 2019 profits
  - III. Election  
Election of two additional Directors of the 6<sup>th</sup> Board of Directors
  - IV. Proposed Resolutions
    - (1) To suspend the Non-competition Restriction on the Company's Newly Elected Directors
    - (2) Amendment to the Rules of Procedure for Shareholders Meetings
  - V. Extemporaneous Motions
- B. The main content of the proposal for distribution of 2019 profits adopted at the meeting of the Board of Directors is as follows: Shareholders will be entitled to receive a cash dividend of NT\$0.340122 per share. The record date and the distribution date will be decided by the Chairman as authorized by the Board of Directors. In the event that the number of the Company's issued and outstanding shares changes, the Chairman will adjust the dividend amount per share as authorized by the Board of Directors.
- C. Directors Election:  
There will be two Directors elected at the Meeting. Related information is as follows:
- I. Candidates of Directors:
    - (1) Hong-Men Su
    - (2) Andrew Chang
- D. The main content of the proposal for suspension of the non-competition restriction on the company's directors is as follows: Pursuant to Article 209 of the Company Act, suspension

is requested for the non-competition restriction on the candidate for Director Hong-Men Su from serving as a Director of Andes Technology (Wuhan) Corp., Director and President of Andes Shanghai Technology Corp., and Director of Andes Technology USA Corp.. And for the non-competition restriction on the candidate for Director Andrew Chang from serving as Independent Director of AOPEN Inc., Director of MediaTek Foundation, President of Phoenix Pioneer Technology Corp., and Chairman of Maisense Inc..

- E. According to Article 165 of the Company Act, the book closure period for ordinary shares starts from April 20<sup>th</sup>, 2020 to June 18<sup>th</sup>, 2020.
- F. Shareholders may exercise their voting rights through the STOCKVOTE platform of Taiwan Depository & Clearing Corporation (<http://www.stockvote.com.tw>) during the period from May 19<sup>th</sup>, 2020 to June 15<sup>th</sup>, 2020.
- G. Each attendance notification and proxy form will be attached in this meeting notice. If the shareholder(s) is attending the meeting in person, please sign or stamp on the attendance notification from and carry it to the check-in desk on the day of the meeting. In the case that an agent(s) is entrusted to attend the meeting, the shareholder(s) shall sign or stamp on the proxy form and personally fill out the name and address of the agent, then deliver the proxy form to the Transfer Agency Department of Capital Securities Corp. at least 5 days prior to the day of the meeting. The signed proxy form will serve as the sign-in card for agent(s) to represent your vote at the meeting.
- H. If a proxy is solicited by the shareholder(s), Andes is required to compile details on the proxy solicitation parties and disclose such information on the Securities & Futures Institute (SFI) website no later than May 18<sup>th</sup>, 2020. Shareholder(s) can obtain information on proxy solicitation firms from the "Free proxy disclosure & related information system" (<http://free.sfi.org.tw>), via the "proxy disclosure and meeting notices" search page.
- I. The Transfer Agency Department of Horizon Securities is the proxy tallying and verification institution for this annual general meeting.
- J. These regulations should be abided and applied.

Sincerely,

Board of Directors  
Andes Technology Corporation