

# **Otsuka Information Technology Corp.**

## **Notice of Annual Regular Shareholders' Meeting 2020**

I 、 The Company's 2020 Annual Regular Shareholders' Meeting will be held on June 22<sup>nd</sup>, 2020 (Monday) at 9:00 a.m. at the Company's training room at 6F., No. 68, Sec. 2, Xianmin Blvd., Banqiao Dist., New Taipei City. Matters relating to the Annual Regular Shareholders' Meeting are listed as below:

### **II 、 Meeting Agenda**

#### **1. Report Items:**

- (1) 2019 Business Report
- (2) 2019 Supervisors' Audit Report
- (3) 2019 Employee Remuneration and Directors and Supervisors' Remuneration Allocation Plans
- (4) 2019 Report of Retained Earnings Allocation through Cash Dividend.

#### **2. Matters for Ratification:**

- (1) 2019 Business Report and Consolidated Financial Statements
- (2) 2019 Earning Distribution Table

#### **3. Matters for Discussion:**

- (1) Amendment of the Corporation's Article of Incorporation
- (2) Amendment of the Corporation's Rules and Procedures of the Shareholders' Meeting
- (3) Amendment of the Corporation's Procedures for Election of Directors and Supervisors
- (4) Amendment of the Corporation's Procedures for Endorsements / Guarantees
- (5) Amendment of the Corporation's Procedures for Loaning of Funds to Others
- (6) Amendment of the Corporation's Procedures for Acquisition or Disposal of Assets.

#### **4. Matters for Election:**

- (1) Election of additional Directors.

#### **5. Other Matters:**

- (1) Contents of Proposal on removing Non-Competing Limitations for the candidates of the corporation's new directors

#### **6. Extempore Motion:**

III 、 The Company's proposal for the profit distribution for fiscal year 2019 and the resolution of the Board of Directors are listed below:

Cash Dividends: NTD 94,033,500 – the total amount which will be distributed as dividends, approximately NTD 5.5 per share.

IV 、 In accordance with Article 165 of the Company Act, book closure period will be from April 24, 2020 to June 22, 2020.

V 、 Shareholders, proxies and agents shall provide proof of identity at the meeting.

VI 、 Shareholders who wish to solicit a Shareholder Proxy Form, or solicit proxies for the Meeting, the Company will compile a summary statement of proxy

solicitation and disclose the content on the Securities & Futures Institute (SFI) website (<http://free.sfi.org.tw>) before May 22, 2020. Shareholders may access this information by visiting SFI's website <http://free.sfi.org.tw>, obtain information on the firms that are soliciting proxies from the “Free Proxy Disclosure & Related Information System”, then entering the security code.

VII、Shareholders may exercise their voting rights by electronic voting through the STOCKVOTE platform of Taiwan Depository & Clearing Corporation. Please log onto the website “TDCC Stock vote” at <http://www.stcokvote.com.tw> and follow its instructions to vote. The voting period will be valid from May 23, 2020 to June 19, 2020.

VIII、The Transfer Agency Department of SinoPac Securities Corporation is responsible for calculating and verifying the proxy for the Company.

Best Regards,  
Board of Directors of Otsuka Information Technology Corp.