

# Meeting Notice for the 2020 Annual Meeting of Shareholders

(This English translation is provided for reference only and might not exactly reflect the true meaning and full text of the original language.)

The 2020 Annual Meeting of Shareholders (the "Meeting") of AP Memory Technology Corporation (the "Company") will be convened at 9:00 a.m., Monday, June 15<sup>th</sup>, 2020 at 2F., No.3, Taiyuan 1St., Zhubei City, Hsinchu County 302, Taiwan.

1. The agenda for the Meeting is as follows:
  - (1) Report Items
    - A. To report the business of 2019
    - B. The 2019 Audit Committee's Review report
    - C. To report the 2019 earnings distribution
    - D. Revision of the 2018 Employee Stock Option Issuance and Share Subscription Plan
    - E. Shares Buyback Program and the Implementation Status
  - (2) Proposed Resolutions
    - A. To accept the 2019 Business Report and Financial Statements
    - B. To accept the proposal for distribution of 2019 earnings table
  - (3) Directors Election  
To elect seven Directors (including three independent directors)
  - (4) Other Proposal  
To release the prohibition on the Newly Elected Directors (including Independent Directors) from participation in the competitive business
  - (5) Extemporary Motions
2. The distribution of the 2019 earnings adopted at the meeting of the Board of Directors is as follows
  - (1) Earnings Available for Distribution as of December 31, 2019 : NT\$315,008,352
  - (2) Cash dividends to common shareholders: Totaling NT\$ 73,681,623. Each common shareholder will be entitled to receive a cash dividend of NT\$1.0 per share.
  - (3) The record date will be decided by the Chairman.
3. Directors Election:  
There will be seven Directors (including three independent directors) elected at the Meeting. Related information is as follows:
  - A. Candidates of Directors:
    - (1) Shanyi Investment Co., Ltd (Rep: Michael Tsai)
    - (2) Shanyi Investment Co., Ltd (Rep: Jun Gu)

(3) LiShun Investment Ltd (Rep: Milton Hsieh)

(4) Wen Chen

B. Candidates of Independent Directors:

(1) Shu Yeh

(2) Robbins Yeh

(3) Tze-Chiang Chen

C. Education and experience of the candidates: please refer to the List of Director Candidates on the Meeting Agenda.

4. Shareholders may visit the Market Observation Post System (<http://emops.twse.com.tw>) and select “Electronic Books” and “Shareholders’ meetings” for details, if any matter is discussed in the Meeting and shall be posted on MOPS website in accordance with Article 172 of the Company Act. Proposal of Release the Prohibition on newly elected Directors (including Independent Directors), and they are being represented from participation in the competitive business. The scope of participation in competitive business of newly elected directors, please refer to the Meeting Agenda.
5. Each attendance notification and proxy form will be attached in this meeting notice. If the shareholder(s) are attending the Meeting in person, please sign or stamp on the attendance notification form and carry it to the check-in desk on the day of the Meeting. In the case that an agent(s) are 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 Registry and Transfer Services Department of KGI Securities at least 5 days prior to the day of the Meeting. The signed proxy form will serve as the sign-in card for the agent(s) to represent your vote at the Meeting.
6. According to Article 26-2 of Securities and Exchange Act, for shareholders who own less than 1,000 shares of nominal stocks, the notice of a regular shareholders meeting may be given 30 days prior by a public announcement. Therefore the Meeting notice will not be sent individually to each shareholder.
7. 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 16<sup>th</sup>, 2020 to June 12<sup>th</sup>, 2020.
8. The Registry and Transfer Services Department of KGI Securities is the proxy tallying and verification institution for the Meeting.
9. In the event of any open solicitation to obtain the proxy for attendance of the Meeting, the Company will upload related information to the Securities & Futures Institute website by May 15<sup>th</sup>, 2020. Shareholders may visit <http://free.sfi.org.tw> for details.
10. Please note that there will be no souvenir distributed in the Meeting.

Board of Directors

AP Memory Technology Corporation