

**HON HAI PRECISION INDUSTRY CO., LTD.**  
**2019 Annual General Shareholders' Meeting Minutes**

**Time:** 9:00 a.m., June 21, 2019 (Friday)

**Venue:** No. 2 Zihyou Street, Tucheng Industrial Park, Tucheng Dist., New Taipei City, Taiwan

**Total shares represented by shareholders presented in person or by proxy:** 9,392,129,708 shares, accounting for 67.75 % of the Company's total outstanding shares (excluding shares without voting rights)

**Chairman:** Director Fang-min Lu (As designated by the Chairman who is on leave, Fang-min Lu will act on the Chairman's behalf)

**Recorder:** Miao-chih Lu

**Directors present:** Director Fang-ming Lu, Director Jen-gwo Chen, Director Qing-yuan Huang, Independent Director Kuo-chen Wang, Financial Director De-cai Huang, Accountant Yung-chien Hsu, Lawyer Hsiao-pang Yang.

**I. Meeting Commencement Announced:** The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum. The Acting Chairman called the meeting to order.

**II. Chairman's Address:** (Omitted)

**III. Report Items:**

1. 2018 Business Report (Attachment 1)
2. Audit Committee's Review Report of 2018 audited financial statements (Attachment 2)
3. Report of 2018 employees' compensation
4. Status report of the Company's new indirect investments in Mainland China
5. Status report of domestic and overseas corporate bond issuance

#### IV. Ratification and Discussion Items:

1. **Proposal 1:** To accept 2018 Business Report and Financial Statements

(Proposed by the Board of Directors)

**Description:**

- A. The 2018 Business Report and the Financial Statements have been approved by the Board of Directors, and have been reviewed by the Audit Committee.
- B. Please refer to Attachment 1 through Attachment 3 for the documents mentioned above.

**Resolution:**

RESOLVED, that the above proposal be and hereby was approved as proposed.

**Voting Results:** Shares present at the time of voting: 9,389,116,855 (Including 7,159,216,145 shares from electronic voting).

<b>Voting Results</b>		<b>% of the represented share present</b>
Votes in favor (electronic votes)	7,369,143,033 votes (5,151,667,269)	78.48%
Votes against (electronic votes)	2,196,950 votes (1,829,785)	0.02%
Invalid Votes	1,349,602 votes (0)	0.01%
Votes abstained / Not Voted (electronic votes)	2,016,427,270 votes (2,005,719,091)	21.47%

2. **Proposal 2:** To approve the proposal for distribution of 2018 earnings

(Proposed by the Board of Directors)

**Description:**

- A. The 2018 Earnings Distribution Plan of the Company has been submitted by the Board of Directors, in accordance with the Company Act and the Company's Articles of Incorporation, as shown in the following table.
- B. The Company's net profit after taxes totaled NT\$129,065,104,562 in 2018. After deducting the set-aside legal reserve of NT\$12,906,510,456 and special reserve of NT\$32,770,617,430, adding the accumulated unappropriated earning at the beginning of the period of NT\$641,815,608,551, and IFRS translation adjustment of NT\$7,309,666,011, defined benefit plans remeasurement NT\$173,980,871 and 2018 Disposal of equity instruments through FVTOCI of NT\$1,045,194,599, the earnings available for appropriation at the end of 2018 is NT\$733,732,426,708.
- C. The Company plans to distribute dividends of NT\$55,451,962,436. Each common share holder will be entitled to receive cash dividends of NT\$4 per share.
- D. The cash dividends will be calculated to the nearest NT dollar. The remainder will be transferred into the account of the Employee Welfare Committee.
- E. Subject to the approval of the General Shareholders' Meeting, the Chairman is authorized to determine the ex-dividend date and the distribution date for the cash dividends and other related matters.
- F. Prior to the ex-dividend date for the distribution, if the number of total shares outstanding has changed due to the repurchasing of shares by the Company, the transfer of treasury shares to employees, or the conversion of shares from domestic convertible bonds, etc., so that the ratio of the cash dividends is changed and needs to be adjusted, the Chairman is authorized to make such adjustments.

**Resolution:**

RESOLVED, that the above proposal be and hereby was approved as proposed.

**Voting Results:** Shares present at the time of voting: 9,389,116,855 (Including 7,159,216,145 shares from electronic voting).

<b>Voting Results</b>		<b>% of the represented share present</b>
Votes in favor (electronic votes)	7,415,693,274 votes (5,200,204,916)	78.98%
Votes against (electronic votes)	5,842,011 votes (3,816,617)	0.06%
Invalid Votes	1,058,598 votes (0)	0.01%
Votes abstained / Not Voted (electronic votes)	1,966,522,972 votes (1,955,194,612)	20.94%

**Hon Hai Precision Industry Co., Ltd.**  
**2018 Earnings Allocation Table**

Unit: NT\$

<b>Items</b>	<b>Amount</b>	<b>Note</b>
2018 Net Profit	129,065,104,562	
Minus: Appropriated as legal reserve (10%)	12,906,510,456	
Minus: Special reserve	32,770,617,430	
Earnings available for distribution for 2018	83,387,976,676	
Add: Accumulated un-appropriated earnings at the beginning of the period	641,815,608,551	
Add: IFRS translation	7,309,666,011	
Add: 2018 defined employee benefits remeasurement	173,980,871	
Add: 2018 Disposal of equity instruments through FVTOCI	1,045,194,599	
Earnings available for appropriation at the end of 2018	733,732,426,708	
Allocation Items		
Cash Dividends to Shareholders	55,451,962,436	NT\$4 per share
Un-appropriated Earnings	678,280,464,272	

President: Gou, Tai-ming

CEO: Gou, Tai-ming

Accounting Manager: Chou, Joung Kai

3. **Proposal 3:** Discussion of amendments to the Company’s “Articles of Incorporation.”

(Proposed by the Board of Directors)

**Description:**

Due Company’s future operations requiring a proposed Vice Chairperson, and to adhere to amendments in “The Company Act”, the proposed amendments to the Company’s “Articles of Incorporation” are shown in a comparison table on Attachment 4.

**Resolution:**

RESOLVED, that the above proposal be and hereby was approved as proposed.

**Voting Results:** Shares present at the time of voting: 9,389,116,855 (Including 7,159,216,145 shares from electronic voting).

<b>Voting Results</b>		<b>% of the represented share present</b>
Votes in favor (electronic votes)	7,306,371,452 votes (5,089,140,953)	77.81%
Votes against (electronic votes)	31,270,289 votes (30,911,580)	0.33%
Invalid Votes	1,134,388 votes (0)	0.01%
Votes abstained / Not Voted (electronic votes)	2,050,340,726 votes (2,039,163,612)	21.83%

4. **Proposal 4:** Discussion of amendments to the Company’s “Procedures for Asset Acquisition & Disposal”.

(Proposed by the Board of Directors)

**Description:**

In accordance with the laws and regulations, the proposed amendments to the Company’s “Procedures for Asset Acquisition & Disposal” are shown in a comparison table on Attachment 5.

**Resolution:**

RESOLVED, that the above proposal be and hereby was approved as proposed.

**Voting Results:** Shares present at the time of voting: 9,389,116,855 (Including 7,159,216,145 shares from electronic voting).

<b>Voting Results</b>		<b>% of the represented share present</b>
Votes in favor (electronic votes)	7,327,724,711 votes (5,118,106,147)	78.04%
Votes against (electronic votes)	2,085,727 votes (1,958,721)	0.02%
Invalid Votes	2,416,539 votes (0)	0.02%
Votes abstained / Not Voted (electronic votes)	2,056,889,878 votes (2,039,151,277)	21.90%

5. **Proposal 5:** Discussion of the amendments to the Company’s “Procedures for Lending Funds to Others.”

(Proposed by the Board of Directors)

**Description:**

In accordance with the laws and regulations, the proposed amendments to the Company’s “Procedures for Lending Funds to Others” are shown in a comparison table on Attachment 6.

**Resolution:**

RESOLVED, that the above proposal be and hereby was approved as proposed.

**Voting Results:** Shares present at the time of voting: 9,389,116,855 (Including 7,159,216,145 shares from electronic voting).

<b>Voting Results</b>		<b>% of the represented share present</b>
Votes in favor (electronic votes)	7,328,061,224 votes (5,117,833,281)	78.04%
Votes against (electronic votes)	2,650,381 votes (2,211,495)	0.02%
Invalid Votes	1,180,775 votes (0)	0.01%
Votes abstained / Not Voted (electronic votes)	2,057,224,475 votes (2,039,171,369)	21.91%

6. **Proposal 6:** Discussion of the amendments to the Company’s “Procedures for Endorsements & Guarantees.”

(Proposed by the Board of Directors)

**Description:**

In accordance with the laws and regulations, the proposed amendments to the Company’s “Procedures for Endorsements & Guarantees” are shown in a comparison table on Attachment 7.

**Resolution:**

RESOLVED, that the above proposal be and hereby was approved as proposed.

**Voting Results:** Shares present at the time of voting: 9,389,116,855 (Including 7,159,216,145 shares from electronic voting).

<b>Voting Results</b>		<b>% of the represented share present</b>
Votes in favor (electronic votes)	7,327,795,611 votes (5,117,893,225)	78.04%
Votes against (electronic votes)	2,458,332 votes (2,153,771)	0.02%
Invalid Votes	1,256,544 votes (0)	0.01%
Votes abstained / Not Voted (electronic votes)	2,057,606,318 votes (2,039,169,149)	21.91%



7. **Proposal 7:** Discussion of the amendments to the Company’s “Policies and Procedures for Financial Derivates Transactions”  
(Proposed by the Board of Directors)

**Description:**

In accordance with the laws and regulations, the proposed amendments to the Company’s “Policies and Procedures for Financial Derivates Transactions” are shown in a comparison table on Attachment 8.

**Resolution:**

RESOLVED, that the above proposal be and hereby was approved as proposed.

**Voting Results:** Shares present at the time of voting: 9,389,116,855 (Including 7,159,216,145 shares from electronic voting).

<b>Voting Results</b>		<b>% of the represented share present</b>
Votes in favor (electronic votes)	7,327,429,115 votes (5,117,770,036)	78.04%
Votes against (electronic votes)	2,574,075 votes (2,293,111)	0.02%
Invalid Votes	1,232,563 votes (0)	0.01%
Votes abstained / Not Voted (electronic votes)	2,057,881,102 votes (2,039,152,998)	21.91%

## 8. **Proposal 8:** Director Elections

### **Description:**

- A. The term of the Company's current directors and supervisors will expire by June 30, 2019. In accordance with the Articles of Incorporation, a comprehensive re-election of directors and supervisors shall be conducted during this year's annual general shareholders' meeting.
- B. There are nine seats of directors (including three independent directors) for this year. The office term is three years, from July 1, 2019 to June 30, 2022.
- C. The candidate nomination system is adopted for this year's election of directors. The list of the director nominees has been approved by the second Board meeting in 2019. Shareholders shall select and appoint directors from the candidate list. Their educations, experience, and other related information are shown in Attachment 9.
- D. Please elect.

### **Election Results: The list of the newly elected directors with indication of votes received is as follows:**

Tai-ming Guo (Terry Gou), 7,559,652,079 votes,

Fang-ming Lu, 7,089,957,555 votes,

Yang-wei Liu, 7,990,330,646 votes,

Hon Jin International Investment Co., Ltd. Representative: Chieh Li, 6,433,973,477 votes,

Hon Jin International Investment Co., Ltd. Representative: Sung-ching Lu, 6,136,865,828 votes,

Fulldream Information Co., Ltd. Representative: Cheng-wu Tai, 6,012,296,762 votes,

### **List of newly elected independent directors with indication of votes received is as follows:**

Kuo-cheng Wang, 5,278,418,543 votes,

Ta-wei Kuo, 5,091,887,041 votes,

Kuo-chuan Kung, 5,003,217,559 votes.

9. **Proposal 9:** Discussion to approve the lifting of director of non-competition restrictions.

(Proposed by the Board of Directors)

**Description:**

In accordance with the Article 209 of the Company Act, it is proposed to lift the non-competition restrictions to the following directors, so as to assist the company's business development.

<b>Category</b>	<b>Candidate Name</b>	<b>Company Name and Concurrent Position</b>
Director	<b>Lu, Fang-ming</b>	<ul style="list-style-type: none"> <li>• Chairman of Asia Pacific Telecom</li> <li>• Trust Fund Manager, Asian Pay Television Trust</li> </ul>
Director	<b>Liu, Yang-wei</b>	<ul style="list-style-type: none"> <li>• Chairperson, Foxsemicon Integrated Technology Inc.</li> <li>• Director, Sharp Corporation.</li> </ul>
Director	Hon Jin International Investment Co., Ltd. Representative: <b>Li, Chieh</b>	<ul style="list-style-type: none"> <li>• Vice Chairperson, Foxconn Industrial Internet Co., Ltd.</li> </ul>
Director	Hon Jin International Investment Co., Ltd. Representative: <b>Lu, Sung-ching</b>	<ul style="list-style-type: none"> <li>• Chairperson, Foxsemicon Integrated Technology</li> </ul>
Director	Fulldream Information Co., Ltd. Representative: <b>Tai, Cheng-wu</b>	<ul style="list-style-type: none"> <li>• CEO, Sharp Corporation.</li> </ul>
INED	<b>Wang, Kuo-cheng</b>	<ul style="list-style-type: none"> <li>• Independent Director, HannStar Board Corporation</li> <li>• Independent Director, Apex Medical Corp.</li> </ul>

**Resolution:**

RESOLVED, that the above proposal be and hereby was approved as proposed.

**Voting Results:** Shares present at the time of voting: 9,389,116,855 (Including 7,159,216,145 shares from electronic voting).

<b>Voting Results</b>		<b>% of the represented share present</b>
Votes in favor (electronic votes)	6,822,267,023 votes (4,612,480,302)	72.66%
Votes against (electronic votes)	5,339,441 votes (4,756,271)	0.05%
Invalid Votes	1,305,079 votes (0)	0.01%
Votes abstained / Not Voted (electronic votes)	2,560,205,312 votes (2,541,979,572)	27.26%

**V. Extraordinary Motions:** None.

**VI. Adjournment**