



Namchow Holdings Co. Ltd.
Notice of Shareholders Meeting

The 2019 Regular Shareholders Meeting of the Company will be convened at 9:00 am, May 30, 2019 at the Vision Hall (願景廳), Taipei Foundation of Finance, Room 6, 6F., No.51, Hengyang Rd., Taipei City.

I. Agenda for the Meeting :

(1) Matters to be reported:

1. 2018 Business Results.
2. Review results of the 2018 final accounting books by the supervisors.
3. 2018 remuneration for directors and supervisors and employee compensation.

(2) Matters to be ratified:

1. 2018 annual business reports and financial statements.
2. 2018 distribution of earnings.

(3) Matters for discussion:

1. Amendments to the Articles of Incorporation of the Company.
2. Amendments to the Rules for the Election of Directors and Supervisors.
3. Amendments to the Procedures for Acquisition and Disposal of Assets.
4. Amendments to the Procedures of Loans to Others.
5. Amendments to the Procedures for Handling Endorsement/Guarantee.

(4) Election Items:

Adoption of two co-opted Directors (including one Independent Director).

(5) Extempore motions.

II. Summary of the Surplus Distribution Plan: The total cash dividend distributable to shareholders is NTD 792,155,597. Dividend per share is NTD2.7.

III. 1. Number of Directed to be elected at this Shareholders' Meeting: 2 Directors (including 1 Independent Directors).

2. Candidate(s) are listed as follows: Independent Director: Chun-Hsueh, Chen.
3. Please refer to <http://mops.twse.com.tw> for educational background and relative information of the candidates.



IV. Pursuant to the Company Act Article 172, relative information is published on the Market Observation Post System (<http://mops.twse.com.tw>).

V. Each attending notification and proxy form will be attached in the meeting notice. **If the shareholder(s) is attending the meeting in person, please sign or stamp on the “attending notification” and carry it to the check-in desk on the day of the meeting.** However, in case an agent(s) is entrusted to attend the meeting, the shareholder(s) shall sign or stamp on the “proxy” and after the shareholder(s) personally fills out the name and address of the agent, the proxy shall be delivered to the Transfer Agency Department of CTBC Bank Co., Ltd. at least 5 days prior to the day of the meeting. The signed proxy will serve as the sign-in card for agent(s) to represent your vote at the meeting.

※VI. If any shareholder solicits for a proxy, the Company will disclose the summarization of the solicitation prepared by the Company on the website of the Securities and Futures Commission on Apr. 29, 2019. If any investor wishes to make inquiries, please log into the “free inquiry system for published information of proxy” (<https://free.sfi.org.tw>) input the key words for the inquiry.

VII. **During this regular session, the shareholders can exercise their voting rights by electronic means. The voting period is from Apr. 30, 2019 to May 27, 2019. Please log on to “Stockvote” (<https://www.stockvote.com.tw>) of Taiwan Depository & Clearing Corporation (TDCC) and vote in accordance with relevant instructions.**

VIII. The Transfer Agency Department of CTBC Bank Co., Ltd. is the proxy tallying and verification institution for this annual general meeting.

IX. Please observe and abide by these regulations.

To: All Shareholders

Board of Directors

Namchow Holdings Co., Ltd.

(Formerly known as Namchow Chemical Industrial Co., Ltd.)