



# **Nishoku Technology Inc.**

## Meeting Notice of the 2019 Annual General Shareholders' Meeting

A. The 2019 Annual General Shareholders' Meeting (the "Meeting") of Nishoku Technology Inc. will be convened at Amazing Hall Xinzhuang Theatre B, No.40, Siyuan Rd., Xinzhuang Dist., New Taipei City, Taiwan.at 10:00 a.m., June 18,2019

The agenda for the meeting is as follows:

### **I. Report Items**

- (1) The 2018 Business Report.
- (2) Supervisor's Review Report on the 2018 Financial Statements.
- (3) Report of all endorsements and guarantees tendered in 2018.
- (4) Report on the Distributions of the Remunerations to the Company's Employees and Directors of the Board for 2018.
- (5) 2018 Implementation status report of the Company's treasury shares.
- (6) Amendment to the Rules of Procedure for Board of Directors Meetings.
- (7) Amendment to the Ethical Corporate Management Best Practice Principles.
- (8) Amendment to Codes of Ethical Conduct for Directors and Supervisors.

### **II. Acknowledgments**

- (1) Adoption of the 2018 Business Report and Financial Statements.
- (2) Adoption of the Proposal for Distribution of 2018 Profits.

### **III. Discussion Items**

- (1) Amendment to the Articles of Incorporation.
- (2) Amendment to the Regulations Governing Directorial and Supervisorial Elections.
- (3) Amendment to Rules and Procedures of Meetings of Shareholders.
- (4) Amendment to Regulations Governing Acquisition and Disposal of Assets.
- (5) Amendment to Regulations Governing Loaning of Funds.



(6) Amendment to Regulations Governing Making of Endorsements and Guarantees.

#### **IV. Election Items**

Election of new Directors of the Company (including Independent Directors).

#### **V. Discussion Items**

(7) Releasing Directors from Non-competition Restrictions.

#### **VI. Extemporary Motions**

B. The major items of the proposal for distribution of 2018 profits adopted at the meeting of the Board of Directors are as follow:

NT\$186,888,687 of cash dividends will be distributed to shareholders and it is estimated that NT\$3 per share will be distributed. The record date will be decided by the Chairman as authorized by the Board of Directors.

C. 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 Chinatrust Commercial Bank 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.

D. If a proxy is solicited by the shareholder(s), Nishoku is required to compile details on the proxy solicitation parties and disclose such information on the Securities & Futures Institute (SFI) website no later May 17, 2019. 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.

E. 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, 2019 to June 15, 2019.

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

G. These regulations should be abided and applied.



Sincerely,

Board of Directors

Nishoku Technology Inc.