

Pou Chen Corporation
Meeting Notice of
Annual General Shareholders' Meeting
(Summary Translation)

The 2019 Annual General Shareholders' Meeting (the "Meeting") of Pou Chen Corporation (the "Company") will be convened at 9:30 a.m., Thursday, June 13, 2019 at the Company's conference room on the 3rd floor of its office building in the Fu Hsin Industrial Park located at No. 2, Fu-Kong Rd., Fu Hsin Hsian, Chang Hwa, Taiwan.

I. Agenda for the Meeting:

A. Report Items

- (1) 2018 Business and Financial Report.
- (2) The Audit Committee's Review Report on the 2018 Financial Statements.
- (3) Report on the 2018 Distribution of Employees' Compensation, and Directors' Remuneration.

B. Ratifications

- (1) Ratification of the 2018 Business Report and Financial Statements.
- (2) Ratification of the proposed 2018 profit distribution plan.

C. Discussion

- (1) Discussion on the amendments to the Company's "Articles of Incorporation".
- (2) Discussion on the amendments to the Company's "Procedures for Acquisition and Disposal of Assets".
- (3) Discussion on the amendments to the Company's "Operational Procedures for Loaning of Company Funds".
- (4) Discussion on the amendments to the Company's "Operational Procedures for Making Endorsements and Guarantees".

D. Election Matter

Election of all Directors, including three independent Directors, of the Company.

E. Other Matters

Proposal for release the Directors of the Company from non-competition restrictions.

F. Extraordinary Motions

II. The proposal for 2018 profit distribution plan adopted at the meeting of the Board of Directors is as follows:

Cash dividends to shareholders of common stock totals NT\$4,420,180,819. Each common stock will be entitled to a cash dividend of NT\$1.5. The Chairman of the Board is authorized to set the record date, payment date and other relevant matters after such proposal is approved at the shareholders' meeting.

III. The election of six directors and three independent directors of the Company at the Meeting shall follow the candidate nomination system. The candidate of directors and independent directors are as follow. For more details of the candidate's education and experience, please refer to the Market Observation Post System (<http://mops.twse.com.tw>).

| Type | Candidates |
|----------------------|---|
| Director | PC Brothers Corporation Representative: Chan, Lu-Min |
| Director | Tsai, Pei-Chun |
| Director | Tzong Ming Investments Co., Ltd. Representative: Tsai, Min-Chieh |
| Director | Ever Green Investments Corporation Representative: Lu, Chin-Chu |
| Director | Sheachang Enterprise Corporation Representative: Tsai, Ming-Lun |
| Director | Lai Chia Investments Co., Ltd. Representative: Ho, Yue-Ming |
| Independent Director | Chen, Bor-Liang |
| Independent Director | Chiu, Tien-I |
| Independent Director | Chen, Huan-Chung |

- IV. If the purpose of the Shareholders' Meetings is stipulated in Article 172 of the Company Act, please access the content as follows: Visit the Market Observation Post System website, select "Basic Information," click on "Annual Report and Shareholders' Meeting Information (including depository receipts) under "Electronic Books," enter your company code (or name) and year, and select "Meeting Handbook and Supplementary Information of Shareholders' Meetings" or "Reference on the Agendas of Shareholders' Meetings".
- V. Pursuant to Article 165 of the Company Act of the Republic of China, the shareholder register will be closed from April 15, 2019 to June 13, 2019.
- VI. 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 the case that an agent(s) is authorized to attend the Meeting, the shareholder(s) shall complete the proxy form, which shall be delivered to the Share Transfer Department of Grand Fortune Securities Co., Ltd. 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 the shareholder(s) at the Meeting. If the sign-in card is not received prior to the Meeting, please bring the ID and apply for re-issuance at the venue of the Meeting.
- VII. In case of public solicitation of proxies, related information will be uploaded to Securities and Future Institute (<http://free.sfi.org.tw>) no later than May 13, 2019. For more details, please visit the website.
- VIII. 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 14, 2019 to June 10, 2019.
- IX. The verification organization of the Meeting is Share Transfer Department of Grand Fortune Securities Co., Ltd.

- X. This English version is summary translation of the Chinese version and is not an official document of the Meeting. If there is any discrepancy between the English version and Chinese version, the Chinese version shall prevail.

Board of Directors
Pou Chen Corporation