

# Zeng Hsing Corporation 2019 Annual General Meeting Notice

1. The 2019 Annual General Meeting will be held at 10:00 AM on Friday, June 14, 2019 at Hotel National, International Hall II, No.57, Guanqian Rd., West Dist., Taichung City 403, Taiwan

(1) Status Reports:

- a. 2018 business operations
- b. Supervisor Review Report
- c. The company endorsement guarantee amount report
- d. The Status of Treasury Stocks Transferring
- e. 2018 distributable compensation for employees and directors

(2) Approval Items

- a. The Company's 2018 business report and financial statements
- b. The Company's 2018 earnings distribution

(3) Discussion Items

- a. To release the Cai Chong Guang Directors from non-competition restriction
- b. Amendment of Corporate Charter
- c. Amendment to the Operational procedures for Acquisition and Disposal of Assets
- d. Amendment to the Operational Procedures for Loaning of Company Funds.

(4) Election Items

- a. To elect the Supervisors

(5) Extraordinary Motions

2. The 2018 Earnings Distribution is proposed as follows:

Cash dividend of NT\$665,891,941, approximately NT\$11 per share.

3. To release directors from non-competition restrictions according to Article 209 of Company Act. As required by actual operation, it is proposed to release directors from non-competition restrictions. The directors' act on behalf of himself or others within the Company's business scope are listed below:

Title	Name	Position of other companies
Director	Cai Chong Guang	Can Yao Enterprise Co., Ltd. Director
		Yirujie Investment Co., Ltd. Chairman

4. The main contents of the article 172 of the Company Act should be explained in the convening of the matter. Please visit Market Observation Post System for enquiry.( URL: <http://mops.twse.com.tw/mops/web/index>)

5. In accordance with Article 165 of the Company Act, share transfers shall be discontinued during the period starting from April 16, 2019 until June 14, 2019.

6. Please find enclosed herewith the Company's Notice to Shareholders for Participation and Proxy, one set each. A shareholder who decides to participate in the shareholders' meeting in person is requested to sign or affix a seal onto the Notice to Shareholders for Participation (**not to be mailed back if you decide to participate in person**). A shareholder who decides to authorize a proxy to participate on his/her behalf is requested to sign or affix a seal onto the Proxy form and fill up the name, address with signature or affixed the seal of the Proxy and submit the Proxy to the Company's shareholder services agent five (5) days prior to the scheduled meeting time as the latest in person (by mail): Transfer Agency Department of SinoPac Securities.

7. Shareholders, solicitors and fiduciary agents should attend the shareholders' meeting and bring proof of identity for verification.
8. In case of solicitation of proxies by shareholders, the Company will disclose it to the website of the Securities & Futures Institute on or before May 14, 2019. A shareholder who intends to inquire about it may directly key in <http://free/sfi.org.tw> into "Free Inquiry Shareholders' Meeting for Proxy Related Information" and then input the conditions of inquiry.
9. In the present shareholders' meeting, shareholders are entitled to exercise voting powers by electronic means (e-voting). The period of exercise of such right: A period starting from May 15, 2019 until June 11, 2019. A shareholder shall log in into "Shareholders e-voting" of Taiwan Depository & Clearing Corporation (TDCC) 【Website: <https://www.stockvote.com.tw>】 and then vote as instructed. A shareholder who exercises e-voting in accordance with the provisions set forth under the Company Act is deemed to have participated in the special shareholders meeting in person. Where a shareholder exercises e-voting and further commissions a proxy to participate in the shareholders' meeting, the voting power exercised by the commissioned proxy shall prevail.
10. This election is one of the supervisors. The list of candidates is: (Supervisor: He Meng Zong). The information on the qualifications of each candidate : <http://mops.twse.com.tw>
11. The Company's statistical verification agency is SinoPac Securities Corporation.
12. Please acknowledge.

Respectfully,  
Board of Directors

Zeng Hsing Corporation