



Namchow Holdings Co. Ltd.

Notice of Shareholders Meeting

The 2018 Regular Shareholders Meeting of the Company will be convened at 9:00 am, May 30, 2018 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. 2017 Business Results.
2. Review results of the 2017 final accounting books by the supervisors.
3. 2017 remuneration for directors and supervisors and employee compensation.

(2) Matters to be ratified:

1. 2017 annual business reports and financial statements.
2. 2017 distribution of earnings.

(3) Matters for discussion:

Amendment of the Company's "Articles of Incorporation".

(4) Elections: Election of Board directors.

(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. Expected number of board directors to be elected during the current shareholders meeting: 7 (including 2 independent directors)

2. List of nominated candidates: [Independent directors Ding-Guo Chen and Jin-Shi Lin].

3. Website with available information of the education and experience of individual candidates for search: [<http://mops.twse.com.tw>].



IV. Please find enclosed herewith the Notice to the Shareholders Meeting and the Proxy Form. **If you wish to attend the Shareholders Meeting in person, please sign or affix your seal on the “Notice to the Shareholders Meeting” (it is not necessary to mail the signed/sealed notice in return) and bring it to the meeting venue on the scheduled meeting day.** If you wish to arrange a proxy to participate in the Shareholders Meeting, please sign or affix your seal on the Proxy Form, write down in person the name and address of the proxy and mail/deliver the form to the company’s share administration agent, Chinatrust Commercial Bank Transfer Agency Department, at least five (5) days before the scheduled date of meeting. The agent will mail an attendance pass to the proxy accordingly.

V. For shareholders who wish to openly solicit Proxy Forms, the Company will consolidate the relevant information of the solicitors and disclose the information on the Securities & Futures Institution website on April 27 2018 Shareholders may access such information by visiting the website: <http://free.sfi.org.tw>. Please click “Free Inquiry System for the Solicitation of Proxies” and “Enter the Information of Public Announcements for Proxy Forms here” to input the terms of inquiry.

VI. **The shareholders may have their votes cast in an electronic form for this shareholders meeting from April 30 – May 27, 2018 Please log in to the “Shareholders e-voting” platform of the Taiwan Depository & Clearing Corporation (<https://www.stockvote.com.tw>) in accordance with the related operating instruction.**

VII. The tallying and verification institution for the proxies of this Shareholders Meeting shall be “Chinatrust Commercial Bank Transfer Agency Department”

VIII. Thank you for your attention and cooperation.

To: All Shareholders

Board of Directors

Namchow Holdings Co., Ltd.

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