

## **Taiwan Fructose Co., Ltd.**

### **Meeting Notice for Annual Shareholders' Meeting**

#### **(Summary Translation)**

The 2020 Annual Shareholders' Meeting (the "Meeting") of Taiwan Fructose Corporation (the "Company") will be held at 9:00 a.m., Tuesday, June 23, 2020 at Taiwan Fructose Nanqing Factory Administrative Building 1F.

(Located at No.75, Ln. 1156, Nanqing Rd., Luzhu Dist., Taoyuan City, Taiwan)

A. The agenda for the Meeting are as follows:

(1) Report Items:

- (a) Business Report of 2019.
- (b) Supervisor's Review Report on the 2019 Financial Statements.
- (c) The Directors' and employees' remuneration of 2019.
- (d) Amendment to the Ethical Corporate Management Best Practice Principles.
- (e) Implementation of Share Buyback Program in latest year.
- (f) Status of Endorsement and Guarantee of 2019 and Loaning funds to others of 2019
- (g) Amendment to Corporate Social Responsibility Best Practice Principles.
- (h) The formulation of Procedures for Ethical Management and Guidelines for Conduct.

(2) Matters for Ratification:

- (a) 2019 Business Report and Financial Statements.
- (b) Distribution of 2019 profits.

(3) Matters for Discussion:

- (a) Amendment to the Articles of Incorporation.
- (b) Amendment to the Procedures of the Acquisition and Disposal of Assets.
- (c) Amendment to the Procedures for Loaning of Funds.
- (d) Amendment to the Procedures for Making Endorsements/ Guarantees.
- (e) Amendment to the Procedures for Financial Derivatives Transactions.
- (f) Amendment to the Rules for Election of Directors.
- (g) Amendment to the Rules and Procedures of Shareholders' Meeting.

(4) Elections:

- (a) Election of the 13<sup>th</sup> Board of Directors (including Independent Directors).

(5) Other proposals and Extemporaneous motions:

B. The Company's Distribution of 2019 Profits. (Proposed by the Board of Directors)

The proposed cash dividend to shareholders is NT\$0.35.

C. In the event that, before the distribution record date, the proposed profit distribution is affected by an amendment to relevant laws or regulations, a request by the competent authorities, or a buyback of shares or issuance of new shares for transferring treasury shares to employees or for equity conversion in connection with domestic or overseas convertible corporate bonds or other convertible securities or employee stock options, it is proposed that the Board of Directors be authorized to adjust the cash to be distributed to each share based on the number of actual shares outstanding on the record date for distribution.

D. Enclosed are the Notice of Attendance and the Proxy Form. If you plan to attend the Annual General Meeting in person, please sign/affix your personal seal on the "Notice of Attendance" and present it at registration on the day of the Annual General Meeting.

E. If you wish to appoint a proxy to attend the Annual General Meeting, please sign/affix your personal seal on the Proxy Form, fill out the name and address of the proxy, and return by mail or deliver to the Company's shareholder services agent, Oriental Securities Corporation, at least five days before the date scheduled for the meeting.

F. For shareholders who wish to solicit proxies, the Company will compile the soliciting shareholders' information and disclose such information on the Securities and Futures Institute's website on May 22, 2020. For further details regarding the proxy form inquiry procedure, please go to the URL of <http://free.sfi.org.tw> and enter search criteria in its Proxy Information Free Search System.

G. Shareholders can vote via the Internet from May 23, 2020 to June 20, 2020 by logging in on the TDCC (Taiwan Depository & Clearing Corporation) website at <http://www.stockvote.com.tw>. To vote online, follow the instructions on the website.

H. The institution in charge of statistics and verification of proxies for the present shareholders' meeting is: OSC Securities Co. Ltd., Shareholder Services Agent

Department.

(Address: 14F., No. 16-1, Xinzhan Rd., Banqiao Dist., New Taipei City, 220 Taiwan)

I. If the business to be transacted at the meeting includes any of the items stated in Article 172, Paragraph 5 of the Company Act, in addition to listing them in the notice, the details of the agenda will also be made available on the MOPS website. Visit <https://mops.twse.com.tw> and go to “Electronic Book/Shareholders’ Meetings/Others”.

Board of Directors

Taiwan Fructose Co., Ltd.