



Visual Photonics Epitaxy Co., Ltd.

2019 Annual General Shareholders' Meeting

The 2019 Annual General Shareholders' Meeting of Visual Photonics Epitaxy Co., Ltd. will be convened at 9:00a.m., Wednesday, June 12, 2019. The checking in time for shareholders is 8:30 a.m. Place : No.16, Gongye 1st Rd., Pingzhen Dist., Taoyuan City 324, Taiwan.

1. The agenda for the Meeting is as follows :

I. Call the Meeting to Order

II. Chairman Address

III. Management Presentations

1. 2018 Business Report.

2. 2018 Audit Committee Review Report.

3. Distribution of Employee's compensation and remuneration to Directors of 2018 Profits.

4. Report on the Progress of Treasury Stocks Repurchase.

5. Amendment to the "Regulations for Transferring Treasury Stocks to Employees".

IV. Proposals

1. Adoption of the 2018 Business Report and Financial Statements.

2. Adoption of the Proposal for Distribution of 2018 Profits.

V. Discussions and Election

1. The proposal for a cash distribution from capital surplus.

2. Amendment to the "Operational procedures for Acquisition and Disposal of Assets" .

3. Amendment to the "Procedures for Lending Funds to Other Parties" and "Operational Procedures for Endorsements and Guarantees" .

4. Proposal for by-election of one independent director.

5. Releasing the prohibition on new director from participation in competitive Business.

VI. Questions and Motions





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2. The major items of the proposal for distribution of 2018 profits resolved by the Board of Directors meeting are as follows:

Cash Dividends: Each common stock will be entitled to a cash dividend of NT\$2.5351 (cash dividend from retained earnings at NT\$ 2.0281 per share, and cash distribution from capital surplus at NT\$0.5070 per share). The Board is authorized to determine the ex-dividend date and the dividend payment date after resolution of the general shareholders' meeting.

3. A by-election for one independent director shall be held in this shareholders meeting. The candidate Chia-Hsiang Wang whom is adopted by a candidate nomination system. Shareholders may inquire the candidate's experience and other related information through the MOPS website (<https://mops.twse.com.tw>).
4. According to the Article 209 of Company Act, it is proposed to request to release the prohibition on director from participation in competitive business. Shareholders may inquire the positions that independent director concurrently engage in through the MOPS website(<https://mops.twse.com.tw>)
5. Pursuant to Article 165 of Company Act, the shareholder register will be closed from April 14, 2019 to June 12, 2019.
6. Shareholders may exercise their voting rights through the STOCKVOTE platform of Taiwan Securities Central Depository Co., Ltd. (<https://www.stockvote.com.tw>) during the period from May 11, 2019 to June 9, 2019.
7. The verification organization of this general shareholders' meeting is Taishin International Bank Stock Administration Department.

Board of Directors

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