

# **Taiwan Pelican Express Co., Ltd.**

## **Announcement of the Shareholders' Regular Meeting,**

**2018**

- I. Please be informed that the Shareholders' Regular Meeting of the Taiwan Pelican Express Co., Ltd., 2018 is scheduled to be convened at Building E, 4F, No. 19-11 Sanchong Road, Nangang District, Taipei City (Conference Room 447 of the Nangang Software Incubator Center) at 9:00 a.m., May 23, 2018 (Wednesday). For the Meeting, enrollment for participation by shareholders is acceptable starting from at 8:30 a.m. at the same venue for the Meeting.
- II. Highlights of the agenda: (I) Issues for reports: 1. The Company's business report, 2017. 2. Audit Report issued by the Audit Committee, 2017. 3. Report on the amendment to the Company's "Corporate Governance Best-Practice Principles." 4. Report on the amendment to the Company's "Regulations Governing Meetings for the Board of Directors." 5. Report on the allocation of remuneration to directors and employees, 2017. (II) Issues to be acknowledged: 1. The Company's business report and financial statements, 2017. 2. Allocation of earnings in 2017. (III) Issues for election: 1. Comprehensive reelection for the Company's directors. (IV) 1. Issues for discussion: 1. Issues to release the Company's newly elected directors from the prohibition of business strife. (V) Extraordinary motions.
- III. Regarding the Company's allocation of earnings in 2017, the Board of Directors has resolved that NT\$1.05 should be allocated per share as cash dividend.
- IV. In the shareholders' regular meeting of the Company 2018, 11 directors shall be elected (including 8 directors and 3 independent directors). Among them, the independent directors shall be elected through the candidate nomination system. List of the candidates: Lo Jen-Chuan, Chen Wen-Hua, Lin Yuan-Ying. For more details regarding the candidates' degree certificates, certificates of work experience, please surf the Market Observation Post System (MOPS) (<http://mops.twse.com.tw/Significant Messages and Public Announcement/Inquiry into Public Announcement/ Public Announcement related to the candidate nomination system for directors and supervisors>).
- V. In the present meeting, it is proposed that directors be lifted from prohibition of business strife according to Article 209 of the Company Act. In the event that a

newly elected director takes an act for himself or herself or for others that falls within the scope of the Company's business operations, it is proposed that the shareholders' meeting will agree to lifting the directors from prohibition of business strife. The contents of the concurrent jobs conducted by the newly elected director(s) will be supplemented during the discussion process of the shareholders' meeting.

- VI. 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 his/her seal onto the second copy of the Notice to Shareholders for Participation (not to be mailed back) and report as present with the Notice at the specified venue on the appointed day. A shareholder who decides to authorize a proxy to participate on his/her behalf is requested to sign or affix his/her seal onto the fifth copy of the Proxy and fill up the name, address with signature or affixed seal of the Proxy and submit the Proxy to the Company's shareholder services agent five (5) days prior to the scheduled meeting time at the latest: KGI Securities Co. Ltd., Attn.: Shareholder Services Agent Department (5F., No.2, Sec. 1, Chongqing S. Road, Zhongzheng District, Taipei City) to complete the process for participation through a proxy, so that the participation certificate may be mailed out in response. If the participation certificate is not received before the meeting time, the Proxy may apply at the venue with an identity certificate for re-issuance.
- VII. As expressly provided for in Article 26-2 of the Securities and Exchange Act: "The notice of the shareholders meeting to be given by an issuer to shareholders who own less than 1,000 shares of nominal stocks may be given in the form of a public announcement thirty (30) days prior to the shareholders' regular meeting." Accordingly, the notice is not mailed out individually.
- VIII. In case of solicitation of proxies in public for the present shareholders' regular meeting, the Company will upload it to the website of the Securities and Futures Institute (<http://free.sfi.org.tw>) on or before April 20, 2018. Please refer to the guidelines on the website for the method of inquiry.
- IX. The institution in charge of statistics and verification of the Proxies for the present shareholders' meeting is: Shareholder Services Agent Department of KGI Securities Co. Ltd.
- X. **In the present shareholders' meeting, shareholders are entitled to exercise voting powers by electronic means. The period of exercise of such right: A period starting from April 21, 2018 until May 20, 2018. A shareholder who intends to exercise such right shall log in "Shareholders e-voting" [Website:**

**<http://www.stockvote.com.tw>] of the Taiwan Depository and Clearing Corporation (TDCC) based on CA Voucher (a natural person (individual) certificate, voucher for a securities dealer to place an order, certificate of online banking, industrial and commercial certificate, certificate co-used by a securities dealer/futures dealer, government issued certificate in any form) and then vote as instructed.**

XI. No souvenir is to be offered for the present shareholders' regular meeting.

Attn.: The Shareholders of Taiwan Pelican Express Co., Ltd.

The Board of Directors of  
Taiwan Pelican Express Co., Ltd.