

TECO Electric & Machinery Co., Ltd.
NOTICE of
2019 GENERAL SHAREHOLDERS' MEETING
(Summary Translation)

I. The 2019 General Shareholders' Meeting will be held on Friday, June 14, 2019 at 9:00a.m. at 3F., Building A, No. 166, Jingmao 2nd Rd., Nangang District, Taipei City, Taiwan (Grande Luxe Banquet).

II. Agenda.

1. Reports:

- (1) Business Report for 2018
- (2) Inspection Report of Audit Committee for 2018
- (3) Remuneration distribution to employees and directors for 2018
- (4) Report on the purchase of treasury stock

2. Ratification:

- (1) Business Report and Financial Statements for 2018
- (2) Distribution of 2018 Profits

3. Discussion:

- (1) Amendment to "Articles of Incorporation"
- (2) Amendment to "Procedure for Acquisition or Disposal of Assets"

4. Extempore motion(s)

III. Distribution of profits and determination of the dividend amount for 2018 as proposed by the Board of Directors is as follows:

Cash dividends: NT\$0.9 will be distributed in cash per share which, though, will be rounded off, leaving out decimal fraction. In the event of any change to the total number of outstanding shares as a result of the issuance of convertible bond, Company's buyback of its own shares, transfer, conversion or deregistration of treasury shares, exercise of employees' stock option and other factors, it is proposed that the Shareholders' Meeting grants the Chairman full authority to handle all relevant matters subject to the fixed payout rate mentioned above. Subject to the approval by the General Shareholders Meeting, it is proposed that the ex-dividend date and the distribution date shall be determined by the Board of Directors authorized to do so.

- IV. Should there be items related to article 172 of the Company Act on the agenda of the shareholders' meeting, their major contents, in addition to inclusion in the notice for the meeting, be posted on the Market Observation Post System under icon: Electronic Books/Shareholders' meetings/2019 (<http://emops.twse.com.tw/server-java/t58query>).
- V. In accordance with Article 165 of the Company Act, transfer of shares of the Company shall be suspended from April 16, 2019 through June 14 2019.
- VI. The Company will compile and post a general list of information on calls for proxies, if any, by May 14, 2019, on the Securities & Futures Institute website (<http://free.sfib.org.tw>). Investors may conduct search for the information by logging on the above site. The Stock Transfer Agency Department of Taishin International Bank Co., Ltd. will certify the tally of proxies.
- VII. Voting right for the shareholders' meeting can be exercised via electronic form during the period from May 15, 2019 to June 11, 2019. Please access "Shareholder e-voting" at the website of Taiwan Depository and Clearing Corporation. (<https://www.stockvote.com.tw>)

Board of Directors
TECO Electric & Machinery Co., Ltd.