

Notice of Annual Shareholders' Meeting 2019

I. Annual Shareholders's Meeting of CLEVO CO. in 2019 is scheduled to be held at 9:00 a.m. on June 18th, 2019 at No. 129, Xingde Road, Sanchong District, New Taipei City. The convening purpose of the meeting:

1. Management Presentations:

- (1) 2018 Operation Results
- (2) Audit Committee's Review Report on the 2018 Financial Statements
- (3) Report on Distribution of Employees' Remuneration and Directors' Remuneration of 2018
- (4) Report on the Implementation of Our Company's Treasury Stock
- (5) Revision of the report on the "Measures for Repurchasing Shares and Transferring to Employees" of Our Company
- (6) Other management presentations

2. Recognition matters

- (1) Recognition of the 2018 Financial Statements
- (2) Recognition of the 2018 Earnings Distribution

3. Discussion Item 1

- (1) Discussion about proposing to issue cash with capital reserve
- (2) Discussion about the revision of Our Company's Articles of Association
- (3) Discussion about the revision of Our Company's Operational procedures for Acquisition and Disposal of Assets
- (4) Discussion about the revision of Our Company's Procedures for the Disposal of Derivative Financial Commodities
- (5) Discussion about the revision of Our Company's Operational Procedures for Loaning of Company Funds
- (6) Discussion about the revision of Our Company's Operation Procedures for Endorsement Guarantees

4. Elections:

By-election of one director of our company.

5. Discussion Item 2:

Removal of the restriction on the non-competition of new director and his/her representative of our company.

6. Questions and Motions

II. Main content of Proposal for Distribution of Profits: Shareholders' cash dividends of NTD128,452,600 will be distributed, and NTD0.2 is expected to be distributed for each share.

III. Main content of Proposal for Giving Cash with Capital Reserve: In accordance with Article 241 of the Company Law, our company will give cash with capital reserve of premium of ordinary shares issued exceeding the par value of NTD513,810,400, and NTD0.8 is expected to be distributed for each share.

IV.

1. Number of director to be elected at the shareholder's meeting: 1
2. List of candidates nominated: (Director: Lu, Chin-Chung)
3. URL for query of education and experience of candidates and related data: (<http://mops.twse.com.tw>) °

V. In accordance with Article 172 of the Company Law, it shall be stated that the main contents are in the Market Observation Post System. URL: (<http://mops.twse.com.tw>) °

VI. The notice of attendance and the letter of authorization are provided. If you decide to attend the meeting in person, please sign or stamp on the Notice of Attendance (no need to send it back) and bring it to the meeting place on the day of the meeting. If the entrusted agent attends the meeting, please sign or stamp on the Letter of Authorization, fill in the name and address of the entrusted agent in person, and send it to the Agency Department of Chinatrust Commercial Bank, the stock agent of our company, five days before the meeting, so as to send the attendance card to the entrusted agent.

VII. If any shareholder asks for the letter of authorization, our company will make a summary form of information asked for on the website of Securities and Futures Market Development Foundation on May 17th, 2019. If he/she wants to inquire, an investor can directly type (<http://free.sfi.org.tw>) into the "Free Inquiry System of Letter of Authorization" and input the query conditions.

VIII. At the shareholders' meeting, voting rights will be exercised by electronic means. The exercise period is from May 18th, 2019 to June 15th, 2019. Please login directly "Electronic Voting Platform of the Shareholder's Meeting" of Taiwan Centralized Depository and Clearing Co., Ltd. (<https://www.stockvote.com.tw>), and operate in accordance with the relevant instructions.

IX. The statistical and verification organization of the letter of authorization of the shareholder's meeting is Agency Department of Chinatrust Commercial Bank.