

During the COVID-19 pandemic

1. Please use "STOCKVOTE" ([www.stockvote.com.tw](http://www.stockvote.com.tw)) to exercise your voting rights by electronic means.
2. Please bring and wear a face mask and have your body temperature measured when attending the meeting. Those not wearing face masks or having a fever after two continuous measurements with forehead temperature of 37.5 degrees Celsius or ear temperature of 38 degrees Celsius will not be allowed to enter the venue.
3. Further notice will be given if the company needs to change the meeting place due to the pandemic.

## **Notice of Annual Shareholders' Meeting 2020**

- I. Annual Shareholders' Meeting of CLEVO CO. in 2020 is scheduled to be held at 9:00 a.m. on June 19<sup>th</sup>, 2020 at No. 129, Xingde Road, Sanchong District, New Taipei City. The convening purpose of the meeting:
  1. Management Presentations:
    - (1) Business Report of 2019
    - (2) Report on the Final Statement for 2019 audited by the Audit Committee
    - (3) Report on the Distribution of Employees' Remuneration and Directors' Remuneration for 2019
    - (4) Report on Allocation of Cash Dividends from Earnings and Distribution of Cash from Capital Surplus
    - (5) Report on the Implementation of Treasury Stock of the Company
    - (6) Report on Amendments to the Company's "Regulations Governing Transfer of Repurchased Shares to Employees"
    - (7) Report on Amendments to the Company's "Corporate Social Responsibility Best Practice Principles"
    - (8) Report on Amendments to the Company's "Procedures for Ethical Management and Guidelines for Conduct"
    - (9) Other Management Presentation.
  2. Recognition Matters
    - (1) Recognition of the Company's final statement for 2019
    - (2) Recognition of the Company's earnings distribution for 2019
  3. Discussion:

Discussion about amendments to the Company's "Operating Procedure for Acquisition or Disposal of Assets"
  4. Elections matters:

By-election of one independent director of the Company.
  5. Other Motions:

Release of the Company's new independent directors from non-competition restrictions.
  6. Extemporaneous motion
- II. Main content of Proposal for Distribution of Profits 2019: Shareholders' cash dividends will not be distributed.
- III. Main content of Proposal for Giving Cash with Capital Reserve: Our company will give cash with capital reserve of premium of ordinary shares issued exceeding the par value of NTD 248,905,200 and NTD 0.4 is expected to be distributed for each share.

IV.

1. Number of directors to be elected at the shareholders' meeting: 1
2. List of candidates nominated: (Director: Lai, Li-Min)
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 Act, 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 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 the Securities and Futures Market Development Foundation on May 19<sup>th</sup>, 2020. 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 issues.

VIII. At the shareholders' meeting, voting rights will be exercised by electronic means. The exercise period is from May 20<sup>th</sup>, 2019 to June 16<sup>th</sup>, 2019. Please login directly to "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 shareholders' meeting is the Agency Department of Chinatrust Commercial Bank.

**List of Authorization Letter Mandators for Annual Shareholders Meeting of CLEVO CO. in 2020**

**Date: June 19<sup>th</sup>, 2020**

Mandators	Authorized shareholders	Director candidates nominated	Business philosophy of the candidates	Mandator details
<p>Stock Affairs Department, Grand Fortune Securities Co., Ltd.</p> <p>(referred to as Grand Fortune Securities)</p>	<p>1. Hsu, Kun-Tai 2. Huatai Investment Share Limited</p>	<p>Lai, Li-Min</p>	<p>1. Continuous innovation and enhancing the company's competitiveness in sustainability 2. Integrity, dedication and creating maximum value for our shareholders</p>	<p>Stock Affairs Department, Grand Fortune Securities Co., Ltd. Address: 6F, No. 6, Sec. 1, Zhongxiao W. Rd., Zhongzheng Dist., Taipei City Tel: (02)2371-1658</p> <p>[With at least 1,000 shares]</p>