

# Notice of Meeting

- I. The regular meeting of shareholders will be held on 09:00 AM on Tuesday, June 16, 2020 in the Michelangelo Hall of GIS NTU Convention Center at B1, No. 85, Sec., 4, Roosevelt Rd., Da'an Dist., Taipei City, Taiwan (R.O.C.). Registration time for shareholders will start at 08:30 AM at the place specified for the meeting. Main content of the meeting:
- (I) Matters to be reported: 1. 2019 Business Report and Financial Statements; 2. Supervisors' Review Report on the 2019 Business Report, Financial Statements, Consolidated Financial Statements, and Earnings Distribution Plan; 3. 2019 Employee and Director Remuneration Distribution Report; 4. Investments in China; 5. Balances of endorsements/guarantees; 6. The Company's issuance of convertible bonds; 7. Amendments to the Company's "Regulations Governing Procedure for Board of Directors Meetings"; and 8. The Company's treasury share buybacks.
  - (II) Matters to be recognized: 1. 2019 Business Report and Financial Statements; 2. Earnings distribution in 2019.
  - (III) Matters to be discussed (1): 1. The Company's proposal to distribute cash dividends through additional paid-in capital; 2. To amend certain Articles in the Company's "Articles of Incorporation"; 3. To amend certain Articles in the Company's "Rules of Procedure for Shareholders Meeting"; 4. To amend certain Articles in the Company's "Regulations Governing the Acquisition or Disposal of Assets"; 5. To amend certain Articles in the Company's "Regulations Governing Loaning of Funds"; 6. To amend certain Articles in the Company's "Regulations Governing Making of Endorsements/Guarantees."
  - (IV) Elections: General by-elections of Directors.
  - (V) Matters to be discussed (2): To release the Company's newly elected Directors from the non-compete restriction.
  - (VI) Extempore motions.
- II. The Company's earnings distribution in 2019: (1) Cash dividend of NT\$64,335,678 will be distributed for ordinary shares, for NT\$0.27462619 per share and additional paid-in capital of NT\$0.52537381 per share. (2) NT\$4,808,219 will be distributed for preferred shares, for NT\$0.48082190 per share. Upon approval by the regular meeting of shareholders, the Board of Directors will be authorized to dividend record date and distribute the dividend. In the event of any change in dividend rate arising from changes in the number of outstanding shares, it is proposed to ask the Shareholders' Meeting to authorize the Board of Directors to handle with full power.
- III. In this Shareholders' Meeting, 9 seats of Directors (including 3 seats of Independent Directors) shall be elected. The list of nominees for Directors pursuant to the candidate nomination system is as follows: Jason Lin, Chun-Sheng Lin, Hai-Yan Hao, ChuHua Wu, Chi-Fang Lee, Te-Chian Lin; and the list of nominees for Independent Directors is as follows: Chien-Lin Liu, Kuen-Chang Lee, Meng-Ta Wu. Relevant academic and

professional experiences of the nominees can be queried at  
<http://mops.twse.com.tw/mops/web/t146sb10>.

- IV. The proposal for releasing the newly elected Directors from the non-compete clauses is pursuant to Article 209 of the Company Act. In case A director who does anything for himself or on behalf of another person that is within the scope of the Company's business, it is proposed for the Shareholders' Meeting to approve the lifting of the non-compete prohibition from the Directors.
- V. Where the cause or subject of a meeting of shareholders to be convened includes any contents that shall be explained in accordance with Article 172 of the Company Act, please refer to Market Observation Post System for more information (Website address: <http://mops.twse.com.tw/mops/web/index>). Enter stock code and select electronic books—relevant information of annual report and shareholders' meeting—reference for various issues of shareholder's meeting.
- VI. According to Article 165 of the Company Act, the assignment/transfer of shares shall be stopped from April 18, 2020 to June 16, 2020.
- VII. If any shareholder solicits the proxy, the Company will make solicitation information of solicitors and disclose it on the website of Securities & Futures Institute before May 15, 2020. If the shareholders intend to make inquiry, please enter stock code in “proxy free checking system” of the website (<http://free.sfi.org.tw>).**
- VIII. In addition to the announcement on Market Observation Post System (<http://mops.twse.com.tw/>), one notice of attendance and one proxy are attached. **If the Shareholder decides to attend in person, please sign or seal on “registration card for attendance” (Return of the card by post is not required) and take such card to attend the meeting on the meeting date.** If the Shareholder authorizes the proxy agent to attend the meeting, please sign or seal on the “proxy form”, fill in the name and relevant information of the proxy agent in person, ask the proxy agent to sign or seal on the “proxy form” and submit the “proxy form” to the Transfer Agency Department of Jih Sun Securities Co., Ltd., and the department will then send the “registration card for attendance” to the proxy agent.
- IX. In this shareholders' meeting, the shareholders may exercise their voting power by way of electronic transmission, the period of exercise is from May 16, 2020 to June 13, 2020. Please sign in the shareholders' meeting electronic voting platform “TDCC STOCKVOTE” on the website of Taiwan Depository & Clearing Corporation and vote in accordance with relevant regulations. (Website address: <http://www.stockvote.com.tw>).**
- X. Pursuant to regulations on the rights and obligations of preferred shares, holders of preferred shares do not possess voting rights for discussions or elections but may be elected as Directors and Supervisors. Such shareholders may exercise voting rights during Shareholders' Meeting for Preferred Shares or for matters concerning the rights and obligations of holders of preferred shares. Therefore, for this**

**Shareholders' Meeting, holders of preferred shares may only exercise voting rights toward "the amendments of certain Articles of the Company's Articles of Incorporation".**

**XI. The statics & verification institute of the Company is the Transfer Agency Department of Jih Sun Securities Co., Ltd.**

Sincerely,

Board of Directors, United Orthopedic Corporation