

Notice of 2020 General Shareholders' Meeting
Chenbro Micom Co., Ltd.

- I. The regular session of the 2020 General Shareholders' Meeting is scheduled, held at Far Eastern Century Plaza in the Management Service Center of the Management Committee of Phase I, B2 Floor, 726 A, Zhongzheng Road, Zhonghe District, New Taipei, at 9:00 AM on (Tuesday) June 23, 2020. Registration for the meeting starts from 8:30 AM at the same venue. The agenda for the meeting is as follows:
- (1) Report Items:
1. To report the business of 2019.
 2. Supervisors review report of the 2019 Financial Statements.
 3. To report 2019 employees' profit-sharing bonus and Directors' compensation
 4. Explanation of why the shareholder proposal was not included in the Shareholders' Meeting.
 5. Status report on investments in China.
 6. Status report on loans to others, endorsement/guarantee, and execution.
 7. Revised "Guidelines for the Adoption of Codes of Ethical Conduct" report.
 8. Revised "Ethical Corporate Management Best Practice Principles" report.
 9. Revised "Corporate Social Responsibility Best Practice Principles" report.
- (2) Proposed Resolutions:
1. To accept 2019 Business Report and Financial Statements.
 2. To accept the proposal for distribution of 2019 earnings.
- (3) Discussion Items:
1. Revised "Articles of Incorporation".
 2. Revised "The Procedures for Acquisition or Disposal of Assets".
 3. Revised "Capital Loan and Third-party Operating Procedures".
 4. Revised "Endorsement Guarantee Operating Procedure".
 5. Revised "Shareholders' Meeting Regulations".
 6. Revised "Board of Directors and Supervisor Election Measures".
 7. The Issuance of Restricted Stock Unit (RSU) announced by the Company.
- (4) Election Resolutions:
- Overall directors' election (include Independent Directors).
- (5) Other Motion
- To cancel the restriction of non-competition for new Directors.
- (6) Other Business and Special Motion
- II. Cash dividends for distribution are proposed as follows: (1) Cash dividends: 1. Cash dividends for shareholders amounting to NT\$550,739,370 are proposed; 2. Cash dividends shall be distributed proportionally to the shareholding of the shareholders listed in the shareholder registry on the ex-dividend date at NTD 4.6 per share; 3. The related affairs about the record date for cash dividends and the distribution of cash dividend per common share shall be authorized to the chairman with the full power to make decisions after the resolutions by Shareholders' Meeting. (2) Regarding cash

dividend issuance per common share, after being approved by the Shareholders' Meeting, the Board of Directors is authorized to determine the ex-dividend benchmark date and other related matters. If shares repurchase, inventory transfer and write off, conversion of convertible corporate bonds or exercise of employee share option certificates affect the total number of shares of the Company in circulation, resulting in changes to the shareholder's dividend yield rate, and it should propose a request for the Shareholders' Meeting to authorize the chairman to adjust accordingly.

- III. To discuss the matters of Issuance of Restricted Stock Unit (RSU), please refer to Attachment I
- IV. According to Article 209 of the Company Act, the Company hereby requests the Shareholders' Meeting to approve the release for the prohibition of these new elected directors from the non-competition restrictions.
- V. No transaction of common shares of the Company may take place from April 25, 2020 to June 23, 2020 pursuant to Article 165 of the Articles of Incorporation.
- VI. Enclosed therein please find a copy of the notice of the General Shareholders' Meeting and a letter of authorization. Should you elect to attend the Meeting in person, please affix your signature and seal to the "notice of the General Shareholders' Meeting" and register for attendance on the day of the Meeting with the letter. Should you elect to appoint a proxy to attend the meeting, please affix your signature or seal to the letter of authorization and write down the name, the signature and the address of the proxy, and send back the letter by mail five days prior to the day of meeting (by June 17, 2020) to the share registration and transfer agent of The Company, Transfer Agency Department, Fubon Securities. (2F, 17, Xuchang Street, Zhongzheng District, Taipei).
- VII. For open request of a letter of authorization for this regular session of the General Shareholders' Meeting, investors may visit the website of the Securities and Futures Institute for information, which will be uploaded by the Company as required on May 22, 2020. Investors may search the free inquiry for letter of authorization at the Security and Futures Institute website (<http://free.sfi.org.tw>) and enter the search criteria. (Stock No: 8210)
- VIII. Pursuant to 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;

for a regular Shareholders Meeting, such public announcements shall be served with thirty days prior the notice”.

- IX. The Articles of Incorporation shall adopt a non-fixed amount system for the number of Directors and Supervisors, and the Directors shall be elected for nine (including four for Independent Directors).
- X. Candidates for the listed nomination are as follows:
Directors: Mei-chi Chen, Tsun-yen Lee, Chung-pao Wu, Yu-ling Tsai, Te-feng Wu
Independent Directors: Weng-cheng Huang, An-pang Tsao, Wei-shun Cheng,
Chung-hsing Huang
If investors who inquire the aforementioned candidates' relative background information including education and working experience, please visit Market Observation Post System: <https://mops.twse.com.tw>
- XI. Voting for the General Shareholders' Meeting in this session may be made electronically. The duration for exercise of voting right: May 23, 2020 to June 20, 2020. Login the “Shareholders Electronic Voting Platform” by Taiwan Depository and Clearing Corporation (<http://www.stockvote.com.tw>) with a CA certificate, including any of the following certificates: Citizen Digital Certificate, certificate for brokerage's internet order, online banking certificate, business registration certificate, joint certificate for securities and futures brokerage or other government certificate, and vote in accordance to relevant instructions. Pursuant to the Company Act, a shareholder exercising voting rights by electronic means will be deemed to have attended the meeting in person. When a shareholder has exercised voting rights by electronic means and by appointing a proxy to attend the Shareholders Meeting, it shall be executive based on the voting by the proxy in the Meeting.
- XII. According to the Company Act Article 172, Securities and Exchange Act Article 26-1, 43-6 and the relevant acts and regulations, the main content of the Shareholders' Meeting should refer to Market Observation Post System: <https://mops.twse.com.tw> by clicking on the "the related materials to e-book/Annual Report and General Shareholders' Meeting" or "General Information/Company Profile in General Information/Company URL" for linking to the Company website.

XIII. No souvenir will be released in this Meeting.

Sincerely,

The Board of Directors,
Chenbro Micom Co., Ltd.

Attachment I.

The Issuance of Restricted Stock Unit (RSU)

- (1) The Company issues the RSU for the first time in 2020, complied with Article 267-8 of the Company Act and Regulations Governing the Offering and Issuance of Securities by Securities Issuers of the Financial Supervisory Commission.
- (2) This proposed issue of RSU is complied with the regulations as listed and stated as follows:
 - I. Estimate total amount (shares) of issuance: The total amount of shares issued by the Company under this plan shall not exceed NTD 12,000,000, each share with a par value of NTD 10, for the number of 1,200,000 Common Shares.
 - II. Issue conditions:
 - A. Estimate issue price (per share): The current issue is gratuitous.
 - B. Vesting conditions:
 - i. Employees' continuous employment with the Company through the vesting date, i.e. the last record date of this RSU, and achievement of both personal performance criterion and the Company's operation objectives during the vesting period are required to receive the vested shares. The portions of the vesting shares with specific conditions are as follows:

Objective	Company's operation objective	Personal performance	The period (by year) for RSU deposited in appointed security trust account/Ratio	Remark
Supervisors	1. If EPS of previous year achieves the annual EPS target, which is approved by The Board, the portion is 100% 2. If EPS of previous year is between 4.6 and the annual EPS target, the portion is 60%. 3. If EPS of previous year is under 4.6, the portion is zero.	The last two appraisals were both above ST.	1 year/25% 2 years/25% 3 years/25% 4 years/25%	
General employees				1. Know-how technicians. 2. Personal performance made a major contribution to the Company. 3. Core recruits.

- ii. The Company will redeem the issued restricted stock units (RSUs) and cancel the full number of the shares in accordance with the terms of the issuance rules set by the Company.
 - C. Share type: common share
 - D. Measures to be taken when employees fail to meet the vesting conditions: The Company will redeem the issued restricted stock units (RSUs) and cancel the full number of the shares in accordance with the terms of the issuance rules set by the Company.
- (3) Qualification requirements and granted shares for employees:

- I. This regulation is only applicable to the official employees of the Company and Subsidiaries according to the Company Act Article 369-2. The number of granted shares shall be determined by seniority, position, performance, overall contribution, special performance and other crucial factors for management. The results of shares distribution shall be reviewed by Chairman and obtain approval in the meeting of the Board of Directors. However, for employees who are managerial officers, the unit of such shares is subject to approval by the Compensation Committee.
 - II. Complying with Article 56-1-1 of Regulations Governing the Offering and Issuance of Securities by Securities Issuers, the Company issue the cumulative shares of employee subscription warrant to a single employee, plus his total number of RSU that shall not exceed three one-thousandths of the total number of outstanding shares. Moreover, according to the same Article, the Company issue the cumulative shares of employee subscription warrant to a single employee that shall not exceed one one-hundredth of the total number of outstanding shares.
- (4) The reason that it is necessary to issue restricted stocks for employees:
The Company shall attract and retain talents, enhance employees' sense of loyalty and belonging to the Company in order to create the benefits to the Company and its shareholders.
- (5) Calculated expense amount, Dilution of EPS, and Other factors affecting shareholder's equity:
- I. Calculated expense amount: The Company shall value the shares' fair market value and record expenses during the vesting period annually. Based on the Company's closing price of Common Shares on 3/17/2020, NTD 69, the calculated expense amount is NTD 82,800,000 with the fulfillment of all vesting conditions. The amortized expense estimated to be in the amount of NTD 21,563,000, NTD 32,775,000, NTD 17,250,000, NTD 8,625,000, and NTD 2,587,000 for 2020, 2021, 2022, 2023 and 2024, respectively.
 - II. Dilution of EPS: Based on the calculation of the Company's outstanding shares, 119,725,950 Common Shares as of 3/17/2020, the dilutions of the Company's EPS are estimated to be approximately in the amount of NTD 0.18, NTD 0.28, NTD 0.14, NTD 0.07 and NTD 0.02 for 2020, 2021, 2022, 2023 and 2024, respectively.
 - III. Other factors affecting shareholder's equity:
There is no essential impact on existing shareholders' equity
- (6) If some revision or adjustment has to be made due to the competent authority's instruction, and amendment to the laws and regulations, it is proposed that Annual Shareholders' Meeting authorizes to the Board with full power and authority to handle all the issues regarding the issuance of RSU. If some revision or adjustment is required by the competent authority's

instruction during the audit process, it is authorized Chairman to amend this regulation, and afterward the Board shall ratify to issue. With respect to the issuance of RSU and any other matters not set forth here shall be dealt with in accordance with the applicable laws and regulations.

- (7) Other important stipulations: The Restricted Stock Awards issued may be deposited in a security trust account.