Meeting Notice
for
the Annual General Meeting of Fulin Plastic Industry

(Cayman) Holding Co., Ltd.

for the year 2019

Dear Sirs,

Notice is hereby given that an annual general meeting of Fulin Plastic Industry (Cayman) Holding Co., Ltd. (the "**Company**") for the year 2019 (the "**Meeting**") will be held at 9:30 a.m. (Monday) on June 17, 2019 at 9F., No. 266, Chenggong 1st Rd., Qianjin Dist., Kaohsiung City 801, Taiwan (R.O.C.).

The agenda for the Meeting is as follows:

I. Reports on Company Affairs

1. Report on business operations of the Company for the year 2018
2. The Audit Committee Report on the examination of the final statements and records of the Company for the year 2018
3. Report on distributable compensation for employees and directors for the year 2018
4. Report on Rationality of Remuneration for directors of the Board for the year 2019.

II. Proposals for Ratification

1. 2018 Annual Business Report and Consolidated Financial Statements of the Company
2. Proposal for distribution of 2018 earnings of the Company

III. Matters for Deliberation

1. Proposal of Cash Dividend Paid from Contributed Capital.
2. Amendments to "Memorandum &Articles of Association". (This amendment shall be approved with a special resolution.)
3. Amendment to the" Rules of Procedure for Shareholder Meetings" of the company.
4. Amendment to the "Operational procedures for Acquisition and Disposal of Assets" of the company.

5. Amendment to the “Operational Procedures for Loaning of Company Funds” of the company.
6. Amendment to the “Operational Procedures for Endorsements and Guarantees” of the company.
7. Proposal of Release the Prohibition on Directors from Participation in Competitive Business.

1. IV. Ad Hoc Motions

1. For earning dividend distributions of the Company for the year 2018, the Board of Directors decided to adopt the resolution below:
   i. Payment of cash dividend for earning totaling NTD49,400,000 with the distribution of NTD 1 per share;
   ii. Payment of cash dividend for contributed capital totaling NTD98,800,000 with the distribution of NTD2 per share. The proposals of cash dividend distributions need to be ratified by the Shareholders’ meeting and the Board of Directors’ meeting has to be authorized to decide the dividend date for distributions.
2. For liberalization of restrictions regulated in non-compete clauses for directors of the Board: According to Article 209 of the Company Act, restrictions of non-compete clauses for the Director of this term, Mr. Chao-Long Chen to serve as the Chairman of CHO PHARMA INC and the Independent Director of King’s Town Bank are now removed.
3. Please reference to attachment as detailed revised of certain provisions of Articles of Incorporation.

Fulin Plastic Industry (Cayman) Holding Co., Ltd.

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Comparison Table for Amendments to” Memorandum &Articles of Association”

Proposal for the Amendment	Original Article	Reason for Amendments
SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION 第二次修訂及重述章程		
2.6 The pre-emptive right of employees under Article 2.3 and the pre-emptive right of Members under Article 2.4 shall not apply in the event that new shares are issued due to the following reasons or for the following purposes: (a) in connection with a Merger, spin-off, or pursuant to any reorganization of the Company; (b) in connection with meeting the Company's obligations under share subscription warrants and/or options, including those rendered in Articles 2.8 and 2.11 (such pre-emptive rights shall also not apply to any issuance of shares to employees under Article 2.8);	2.6 The the pre-emptive right of Members under Article 2.4 shall not apply in the event that new shares are issued due to the following reasons or for the following purposes: (a) in connection with a Merger, spin-off, or pursuant to any reorganization of the Company; (b) in connection with meeting the Company's obligations under share subscription warrants and/or options, including those rendered in Articles 2.8 and 2.11 (such pre-emptive rights shall also not apply to any issuance of shares to employees under Article 2.8); (c) in connection with the issue of Restricted	This Article is amended to clarify that the employees do not have pre-emptive right in each situation listed in this Article.

(c) in connection with the issue of Restricted Shares in accordance with Article 2.5; (d) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire shares; (e) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire shares; (f) in connection with the issue of shares in accordance with Article 14.7; or (g) in connection with Private Placement of the securities issued by the Company.	Shares in accordance with Article 2.5; (d) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire shares; (e) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire shares; or (f) in connection with Private Placement of the securities issued by the Company.	
2.7 The Company shall not issue any unpaid shares or partly paid shares.	2.7 The Company shall not issue any unpaid shares or partly paid-up shares.	Wording is slightly amended.
3.6 In the event that the Company proposes to purchase any share traded on the ESM or listed on the TPEx or the TSE in the ROC and holds them as Treasury Shares pursuant to the preceding Article, the resolution of the Board	3.6 In the event that the Company proposes to purchases any share traded on the ESM or listed on the TPEx or the TSE in the ROC and holds them as Treasury Shares pursuant to the preceding Article, the resolution of the Board	Wording is slightly amended.

approving such proposal and the implementation thereof should be reported to the Members in the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall also apply even if the Company does not implement the proposal to purchase its shares traded on the ESM or listed on the TPEx or the TSE in the ROC for any reason.	approving such proposal and the implementation thereof should be reported to the Members in the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall also apply even if the Company does not implement the proposal to purchase its shares traded on the ESM or listed on the TPEx or the TSE in the ROC for any reason.	
3.12 No share may be redeemed unless it is fully paid.	3.12 No share may be redeemed unless it is fully paid<u>-up</u>.	Wording is slightly amended.
14.5 In determining the Company's dividend policy, the Board recognizes that the Company is in the growth stage. In determining the amount, if any, of the dividend or other distribution it recommends to Members for approval in any financial year, the Board: (a) may take into consideration the earnings of the Company, overall development, financial planning, capital needs, industry outlook and future prospects of the	14.5 In determining the Company's dividend policy, the Board recognizes that the Company is in the growth stage. In determining the amount, if any, of the dividend or other distribution it recommends to Members for approval in any financial year, the Board: (a) may take into consideration the earnings of the Company, overall development, financial planning, capital needs, industry outlook and future prospects of the	This Article is amended due to the company need.

Company in the relevant financial year, so as to ensure the protection of Members' rights and interests; and (b) shall set aside out of the profits of the Company for each financial year in addition to the allocation in accordance with Article 14.4: (i) a reserve for payment of tax for the relevant financial year; (ii) an amount to offset losses incurred in previous years; (iii) ten per cent as a general reserve ("**Statutory Reserve**") (unless the Statutory Reserve reserved in the past years has reached the total paid-up capital of the Company), and (iv) a special surplus reserve as required by the applicable securities authority under the Applicable Public Company Rules or a reserve as determined by the Board pursuant to Article 15.1.	Company in the relevant financial year, so as to ensure the protection of Members' rights and interests; and (b) shall set aside out of the profits of the Company for each financial year in addition to the allocation in accordance with Article 14.4: (i) a reserve for payment of tax for the relevant financial year; (ii) an amount to offset losses incurred in previous years; (iii) ten per cent as a general reserve ("**Statutory Reserve**"), and (iv) a special surplus reserve as required by the applicable securities authority under the Applicable Public Company Rules or a reserve as determined by the Board pursuant to Article 15.1.	
19.7 Any one or more Member(s) may summon an extraordinary general meeting, provided that		This Article was added pursuant to the revised Shareholders'

<u>such Member or Members shall hold more than fifty per cent of the total issued Shares of the Company for a continuous period of no less than three months. The number of the Shares held by a Member and the period of which a Member holds such Shares, shall be calculated and determined based on the Register of Members as of the first day of the period that the Register of Members shall be closed for transfers.</u>		Rights Protection Checklist published by the Taiwan Stock Exchange on November 30, 2018.
<u>19.8 If the Board does not or is unable to convene a general meeting (including the annual general meeting) or it is for the Company's benefit, the Independent Director may convene a general meeting when he/she in his/her absolute discretion deems necessary.</u>		This Article was added pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on November 30, 2018.
20.6 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the following matters shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extemporary motion:	20.6 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the following matters shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extemporary motion:	This Article was amended pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on November 30, 2018.

(a) election or discharge of Directors; (b) alteration of the Memorandum or the Articles; (c) capital deduction; (d) application to terminate the public offering of the Shares; (e) (i) dissolution, Merger or spin-off, (ii) entering into, amending, or terminating any Lease Contract, Management Contract or Joint Operation Contract, (iii) transfer of the whole or any essential part of the business or assets of the Company, and (iv) acquisition or assumption of the whole of the business or assets of another person, which has a material effect on the operations of the Company; (f) ratification of an action by Director(s) who engage(s) in business for himself or on behalf of another person that is within the scope of the Company's business; (g) distribution of the whole or part of the	(a) election or discharge of Directors; (b) alteration of the Memorandum or the Articles; (c) (i) dissolution, Merger or spin-off, (ii) entering into, amending, or terminating any Lease Contract, Management Contract or Joint Operation Contract, (iii) transfer of the whole or any essential part of the business or assets of the Company, and (iv) acquisition or assumption of the whole of the business or assets of another person, which has a material effect on the operations of the Company; (d) ratification of an action by Director(s) who engage(s) in business for himself or on behalf of another person that is within the scope of the Company's business; (e) distribution of the whole or part of the surplus profit of the Company in the form of new shares, capitalization of Capital Reserve and any other amount in	

surplus profit of the Company in the form of new shares, capitalization of Capital Reserve and any other amount in accordance with Article 17; (h) making distributions of new shares or cash out of the Statutory Reserve, the premium received on the issuance of any shares and income from endowments received by the Company to its Members; and (i) Private Placement of any equity-related securities to be issued by the Company. The major content of the above matters can be announced at the website designated by Taiwan securities authority or by the Company, and the Company shall specify the link to the website in the notice of the relevant general meeting.	accordance with Article 17; (f) making distributions of new shares or cash out of the Statutory Reserve, the premium received on the issuance of any shares and income from endowments received by the Company to its Members; and (g) Private Placement of any equity-related securities to be issued by the Company.	
20.7 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the Board shall keep the Memorandum and the Articles, minutes of general meetings, financial	20.7 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the Board shall keep the Memorandum and the Articles, minutes of general meetings, financial	This Article was amended pursuant to the revised Shareholders' Rights Protection Checklist published by the

statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the Registered Office (if applicable) and the Company's stock affairs agent located in the ROC. Members may request, from time to time, by submitting document(s) evidencing his interests involved and indicating the designated scope of the inspection, access to inspect, review or make copies of the foregoing documents. If the relevant documents are kept by the Company's stock affairs agent, upon the request of any Member, the Company shall order the Company's stock affairs agent to provide such Member with the requested documents.	statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the Registered Office (if applicable) and the Company's stock affairs agent located in the ROC. Members may request, from time to time, by submitting document(s) evidencing his interests involved and indicating the designated scope of the inspection, access to inspect, review or make copies of the foregoing documents.	Taiwan Stock Exchange on November 30, 2018.
20.9 If the general meeting is convened by the Board and other person entitled to convene a general meeting in accordance with these Articles or any Applicable Law, the Board and such person may request the Company or the Company's stock affairs agent to provide the Register of Members. Upon the request, the Company shall (and shall		This Article was added pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on November 30, 2018.

<u>order the Company's stock affairs agent to) provide the Register of Members.</u>		
23.6 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, Member(s) holding one per cent or more of the Company's total issued shares immediately prior to the relevant book close period, during which the Company closed its Register of Members, may propose to the Company in writing <u>or any electronic means designated by the Company</u> one matter for discussion at an annual general meeting. The Company shall give a public notice in such manner and at such time as permitted by Applicable Law specifying the place and a period of not less than ten days for Members to submit proposals. The Board <u>shall</u> include the proposal in the agenda of the annual general meeting <u>unless</u> (a) the proposing Member(s) holds less than one per cent of the Company's total issued shares, (b) the matter of such proposal may not be resolved by a general	23.6 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, Member(s) holding one per cent or more of the Company's total issued shares immediately prior to the relevant book close period, during which the Company closed its Register of Members, may propose to the Company in writing one matter for discussion at an annual general meeting. The Company shall give a public notice in such manner and at such time as permitted by Applicable Law specifying the place and a period of not less than ten days for Members to submit proposals. The Board <u>may refuse to</u> include the proposal in the agenda of the annual general meeting <u>where</u> (a) the proposing Member(s) holds less than one per cent of the Company's total issued shares, (b) the matter of such proposal may not be resolved by a general meeting; (c) the proposing Member(s) has	This Article was amended pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on November 30, 2018.

meeting <u>or the proposal exceeds 300 Chinese words</u>; (c) the proposing Member(s) has proposed more than one proposal; or (d) the proposal is submitted to the Company after the date fixed and announced by the Company for accepting Member(s)' proposal(s). <u>If the purpose of the proposal is to urge the Company to promote public interests or fulfil its social responsibilities, the Board may accept such proposal to be discussed in general meeting.</u>	proposed more than one proposal; or (d) the proposal is submitted to the Company after the date fixed and announced by the Company for accepting Member(s)' proposal(s).	
37.1 The office of Director shall be vacated: (a) if the Director is removed from office pursuant to Article 36.1; (b) if the Director dies; (c) if the Director is automatically discharged from his office in accordance with Article 34.3; (d) if the Director resigns his office by notice in writing to the Company; (e) if the Director is the subject of a court order for his removal in accordance with	37.1 The office of Director shall be vacated: (a) if the Director is removed from office pursuant to Article 36.1; (b) if the Director dies; (c) if the Director is automatically discharged from his office in accordance with Article 34.3; (d) if the Director resigns his office by notice in writing to the Company; (e) if the Director is the subject of a court order for his removal in accordance with	This Article was amended pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on November 30, 2018.

Article 36.2; or (f) with immediate effect without any action required on behalf of the Company if (i) the Director has been adjudicated bankrupt or the court has declared a liquidation process in connection with the Director, and such Director has not been reinstated to his rights and privileges; (ii) an order is made by any competent court or official on the grounds that the Director has no legal capacity, or his legal capacity is restricted according to Applicable Law; (iii) the Director has been adjudicated of the commencement of assistantship (as defined under the Taiwan Civil Code) or similar declaration and such assistantship/declaration has not	Article 36.2; or (f) with immediate effect without any action required on behalf of the Company if (i) the Director has been adjudicated bankrupt, and has not been reinstated to his rights and privileges; (ii) an order is made by any competent court or official on the grounds that the Director has no legal capacity, or his legal capacity is restricted according to Applicable Law; (iii) the Director has committed an offence as specified in the ROC statute of prevention of organizational crimes and subsequently has been adjudicated guilty by a final judgment, and the time elapsed after he has served the full term of the sentence is less	

been revoked yet; (iv) the Director has committed an offence as specified in the ROC statute of prevention of organizational crimes and subsequently has been adjudicated guilty by a final judgment, and (A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation is less than five years, or (D) was pardoned for less than five years; (v) the Director has committed an offence in terms of fraud, breach of trust or misappropriation and subsequently has been punished with imprisonment for a term of more than one year by a final	than five years; (iv) the Director has committed an offence in terms of fraud, breach of trust or misappropriation and subsequently has been punished with imprisonment for a term of more than one year, and the time elapsed after he has served the full term of the sentence is less than two years; (v) the Director has been adjudicated guilty by a final judgment for misappropriating public funds during the time of his public service, and the time elapsed after he has served the full term of the sentence is less than two years; or (vi) the Director has been dishonored for use of credit instruments, and the term of such sanction has not	

judgement, and (A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation is less than two years, or (D) was pardoned for less than two years; (vi) the Director has been adjudicated guilty by a final judgment for committing offenses under the Taiwan Anti-Corruption Act during the time of his public service, and (A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation is less than two years, or (D) was pardoned for less than two years;	expired yet. In the event that any of the foregoing events specified in Article 37.1(f) has occurred in relation to a candidate for election of Director, such person shall be disqualified from being elected as a Director.	

or (vi<u>i</u>) the Director has been dishonored for use of credit instruments, and the term of such sanction has not expired yet. In the event that any of the foregoing events specified in Article 37.1(f) has occurred in relation to a candidate for election of Director, such person shall be disqualified from being elected as a Director.		
37.2 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, in case a Director <u>(other than an Independent Director)</u> has, during the term of office as a Director, transferred more than one half of the Company's shares being held by him at the time he was elected, he shall, ipso facto, be removed automatically from the office of Director with immediate effect and in such case no approval from the Members shall be required.	37.2 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, in case a Director has, during the term of office as a Director, transferred more than one half of the Company's shares being held by him at the time he was elected, he shall, ipso facto, be removed automatically from the office of Director with immediate effect and in such case no approval from the Members shall be required.	This Article was amended pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on November 30, 2018.
37.3 For so long as the shares are traded on the ESM	37.3 For so long as the shares are traded on the ESM	This Article was amended

or listed on the TPEX or the TSE in the ROC, the election of a newly elected Director <u>(other than an Independent Director)</u> shall be forthwith invalidated if said Director, before assuming office, transferred more than one half of the shares being held by him at the time of his election as a Director, or if said Director, during the book closure period prior to a general meeting, has transferred more than one half of the shares being held by him.	or listed on the TPEX or the TSE in the ROC, the election of a newly elected Director shall be forthwith invalidated if said Director, before assuming office, transferred more than one half of the shares being held by him at the time of his election as a Director, or if said Director, during the book closure period prior to a general meeting, has transferred more than one half of the shares being held by him.	pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on November 30, 2018.
47.3 Notwithstanding anything to the contrary contained in this Article 47, a Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with and impair the interest of the Company, shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the Board meeting.	47.3 Notwithstanding anything to the contrary contained in this Article 47, a Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with and impair the interest of the Company, shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the Board meeting.	This Article was amended pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on November 30, 2018.

Where the spouse, the person related to a Director by blood and within the second degree, or any company which has a controlling or controlled relation with a Director has interests in the matters under discussion in the meeting of the Directors, such Director shall be deemed to have a personal interest in the matter. The terms "controlling" and "controlled" shall be interpreted in accordance with the Applicable Public Company Rules.		
48.3 To the extent permitted under the laws of the Cayman Islands, Members continuously holding one per cent or more of the total issued shares of the Company for six months or longer may: (a) request in writing the Board to authorize any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or	48.3 To the extent permitted under the laws of the Cayman Islands, Members continuously holding three per cent or more of the total issued shares of the Company for a year or longer may: (a) request in writing the Board to authorize any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or	This Article was amended pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on November 30, 2018.

(b) request in writing any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or the Member(s) may, to the extent permitted under the laws of the Cayman Islands, file a petition with the Taipei District Court, ROC for and on behalf of the Company against the relevant Directors within thirty days after such Member(s) having made the request under the preceding clause (a) or (b) if (i) in the case of clause (a), the Board fails to make such authorization or the Independent Director of the Audit Committee having been authorized by the Board fails to file such petition, or (ii) in the case of clause (b), the Independent Director of the Audit Committee fails to file such petition.	(b) request in writing any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or the Member(s) may, to the extent permitted under the laws of the Cayman Islands, file a petition with the Taipei District Court, ROC for and on behalf of the Company against the relevant Directors within thirty days after such Member(s) having made the request under the preceding clause (a) or (b) if (i) in the case of clause (a), the Board fails to make such authorization or the Independent Director of the Audit Committee having been authorized by the Board fails to file such petition, or (ii) in the case of clause (b), the Independent Director of the Audit Committee fails to file such petition.	
<u>68. Social Responsibilities</u> <u>When the Company conducts the business, the Company shall comply with the laws and</u>		This Article was added pursuant to the revised Shareholders' Rights Protection Checklist

regulations as well as business ethics and shall may actions which will promote public interests in order to fulfill its social responsibilities.		published by the Taiwan Stock Exchange on November 30, 2018.