

**Taiwan Fertilizer Co., Ltd.**  
**2015 Annual General Shareholders' Meeting Minutes**

Date June 24, 2015 at 09:00 a.m.

Venue Air Force Officers and Soldiers Activity Center (No. 145, Sec. 3, RenAi Road, Taipei City)

Attendance 554,028,428 out of a total of 980,000,000 shares outstanding (Shares present in person and in proxy), which represents 56.53% of shares outstanding (including 260,473,572 for those who have exercised their voting power by way of electronic transmission)

Others present Chiang Ta-Chung, Attorney at law of Lee and Li Attorneys and Law  
Wang Yi-Wen, CPA of Deloitte & Touche  
Representative Lee Tsang-Lang  
Representative Lin Jian-Rong  
Representative Li Shi-Yu  
Representative Hsu Ching-Lien  
Supervisor Wu Yuan-Ren  
Supervisor Chen Zai-Lai  
Supervisor Cai Ling-Lan

Chairman President Lee Fu-Hsing Meeting Secretary : Liu Chi-Ching

Commencement: Report on Number of Shares Present or Represented

1. Chairman's Address : (Omitted)
2. Matters to Report :
  - 1) 2014 Business Report
  - 2) Supervisors' Report for FY 2014

- 3) Approval of some revision of Rules of Procedure of the Board of Directors
- 4) Establishment of Ethical Corporate Management Best Practice Principles

### 3. Acceptance and Discussion

No. 1

Proposed by the Board of Directors

Proposal : Adoption of the financial results for 2014

Description: 1) Taiwan Fertilizer's 2014 Financial Statements and combined financial statements of the subsidiaries and affiliated companies were approved by the Board of Directors in the 33rd Board Meeting of the 32nd tenure on March 27, 2015. The 2014 Financial Statements and combined financial statements of the subsidiaries and affiliated companies were audited and certified by the certified public accountants, and also reviewed and approved by the supervisors.

2) Taiwan Fertilizer's 2014 Audit report and the Financial Statements are submitted for acceptance (see the annex)

Resolution : Adopted by shareholders who have attended (including exercised via electronic transmission)

Share represented at the time of voting : 554,028,428

| <b>Voting Results</b>                                                               | <b>Percentage of the total represented Share present</b> |
|-------------------------------------------------------------------------------------|----------------------------------------------------------|
| Votes in favor : 500,718,551 votes<br>(electronic transmission : 207,555,526 votes) | 90.38%                                                   |
| Votes against : 18,132 votes<br>(electronic transmission : 16,732 votes)            | 0.00%                                                    |
| Votes invalid : none                                                                | 0%                                                       |
| Votes abstained : 53,291,745 votes<br>(electronic transmission : 52,901,314 votes)  | 9.62%                                                    |

No. 2

Proposed by the Board of Directors

## Proposal : Approval of the proposal for distribution of 2014 profits

### Description:

- 1) Taiwan Fertilizer's Financial Statements of January 1 to December 31, 2014 were audited by the certified public accountants.  
The amount for 2014 earnings available after tax was NT\$3,068,345,649.
- 2) The 2014 earnings available after tax and undistributed earnings available are distributed as follows :
  - (1) 10% of the earnings was listed as legal capital reserve :  
The amount for 2014 earnings available after tax was NT\$3,068,345,649, and 10% of the earnings was listed as legal capital reserve, a total of NT\$306,834,565.
  - (2) Distribution of bonus :  
The amount for 2014 earnings available after tax, plus the non-allocated earnings of NT\$134,628,333, was excluded from the amount of legal capital reserve, a total of NT\$306,834,565, as well as the end unallocated earnings of NT\$740,139,417; the remaining earnings of NT\$2,156,000,000 could be distributed at cash of NT\$2.2 to each shareholder's share.
- 3) This proposal was approved by the Board of Directors in the 33rd session of the 32nd Board Meeting on March 27, 2015, and also reviewed and approved by the supervisors. After the proposal is approved in this general shareholders' meeting, the Board will be authorized to set up the date for dividends distribution. Furthermore, according to TSE Law No. 28-2, if Taiwan Fertilizer converts or buys back its stock before the record date has therefore dilute or decrease the outstanding shares, the Board would like to ask the authorization from shareholders' meeting to adjust the dividend distribution ratio accordingly.
- 4) The information on the actual objects and the amounts for 2013 employees' bonus distribution have been disclosed in the Taiwan Fertilizer's Annual Report and Market Observation Post System.
- 5) Taiwan Fertilizer does not prepare financial forecast and failures to the gratis allotment for the new shares, so the gratis allotment is not applicable for the evaluation for effects on Taiwan Fertilizer's operating performance, the surplus and shareholders' return rate for investment.
- 6) Taiwan Fertilizer's 2014 Statement of Distribution of Earnings was attached (see the annex)

Resolution : Adopted by shareholder who have attended(including exercised via electronic transmission

Share represented at the time of voting : 554,028,428

| Voting Results | Percentage of the total represented Share present |
|----------------|---------------------------------------------------|
|----------------|---------------------------------------------------|

|                                                                   |                   |        |
|-------------------------------------------------------------------|-------------------|--------|
| Votes in favor :<br>(electronic transmission : 209,768,524 votes) | 502,931,549 votes | 90.78% |
| Votes against :<br>(electronic transmission : 21,734 votes)       | 23,134 votes      | 0.00%  |
| Votes invalid :                                                   | none              | 0%     |
| Votes abstained :<br>(electronic transmission : 50,683,314 votes) | 51,073,745 votes  | 9.22%  |

#### 4. Elections

Proposal : Election of the Company's 33rd directors (including independent directors) and supervisors.

Description:

- 1) The three-year tenure of the Company's current directors and supervisors will expire on June 30, 2015 and a re-election will be carried out in 2015.
- 2) According to the provisions of Article 16, Clause 1 and 21 of Article 16 of the Articles of Association, the Company set seven to nine directors (including independent directors) and 3 supervisors. The directors and supervisor election nomination system is employed. The 33rd meeting of the 32nd session of the board resolution has passed to re-elect nine directors (including 2 independent directors) and 3 supervisors with three-year tenure from July 1, 2015 to June 30, 2018.
- 3) A candidate nomination was employed for the Company's list of the 33rd session of directors (including independent directors) and supervisors. Its directors (including independent directors) and supervisors have been reviewed and passed in the 3rd interim of the 32nd board of directors. The name list is as follows:

| Candidates category | Candidate name | Education background | Experience | Current post | No. of the held share (unit: share) | Government or legal person name | Other related data |
|---------------------|----------------|----------------------|------------|--------------|-------------------------------------|---------------------------------|--------------------|
|---------------------|----------------|----------------------|------------|--------------|-------------------------------------|---------------------------------|--------------------|

|          |                 |                                                                        |                                                                                      |                                                                                      |             |                                        |     |
|----------|-----------------|------------------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------|----------------------------------------|-----|
| Director | Lee Fu-Hsing    | Graduate School of Education, Tokyo Gakugei University                 | Legislator                                                                           | President, Taiwan Fertilizer Corp.                                                   | 235,886,376 | Council of Agriculture, Executive Yuan | N/A |
| Director | Chen Wen-De     | Graduate School of Agronomy, National Taiwan University                | Director, Agriculture and Food Agency, Council of Agriculture, Executive Yuan        | Vice Minister, Council of Agriculture, Executive Yuan                                | 235,886,376 | Council of Agriculture, Executive Yuan | N/A |
| Director | Lee Tsang-Lang  | Master, Department of Agronomy, National Chung Hsing University        | Chief Secretary, Agriculture and Food Agency, Council of Agriculture, Executive Yuan | Director, Agriculture and Food Agency, Council of Agriculture, Executive Yuan        | 235,886,376 | Council of Agriculture, Executive Yuan | N/A |
| Director | Liao Chen-Hsien | Taiwan Police College                                                  | Councilor, Changhua County                                                           | Executive Director, Changhua County Farmers' Association                             | 235,886,376 | Council of Agriculture, Executive Yuan | N/A |
| Director | Hsu Sheng-Ming  | Taiwan Provincial Dajia Agricultural and Industrial Senior High School | Senior Technician, Miaoli Factory, Taiwan Fertilizer Corp.                           | Chairman of Workers' Union, Miaoli Factory, Taiwan Fertilizer Corp.                  | 235,886,376 | Council of Agriculture, Executive Yuan | N/A |
| Director | Tsai Chang-Hai  | M.D., Teikyo University                                                | President of China Medical University and its Hospital; President of Asia University | President of China Medical University and its Hospital; President of Asia University | 356,000     | N/A                                    | N/A |
| Director | Hsu Ching-Lien  | Department of Law, National Chung Hsing University                     | Judge, Taiwan Pingtung District Court and Taiwan Kaohsiung District Court            | Person in charge, Hsu Lien-Ching and Law Office                                      | 100,000     | N/A                                    | N/A |

|                      |               |                                                                             |                                                                                              |                                                                                   |            |                         |     |
|----------------------|---------------|-----------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|------------|-------------------------|-----|
| Independent Director | Hsu Ming-Tsai | Department of Tourism Management, Chinese Culture University                | Mayor of Hsinchu City                                                                        | President, Wan Chu Education Foundation                                           | 0          | N/A                     | N/A |
| Independent Director | Shen Hui-Ya   | M.A., Department of Law, National Chung Hsing University                    | Securities and Futures Investors Protection Center, Supervisor of Radio Taiwan International | Advisor, Public Service Pension Fund Management Board, Ministry of Civil Service, | 0          | N/A                     | N/A |
| Supervisor           | Wu Yuan-Jen   | Master, Department of Business Management, Tatung University                | Director, Department of Capital Operations, Chunghwa Post Co., Ltd.                          | Vice President, Chunghwa Post Co., Ltd.                                           | 24,422,000 | Chunghwa Post Co., Ltd. | N/A |
| Supervisor           | Chen Tsai-Lai | Ph.D., Department of Business Administration, University of California, USA | President, CSBC Corporation Taiwan                                                           | Professor, National Cheng Kung University                                         | 100,000    | N/A                     | N/A |
| Supervisor           | Tsai Ling-Lan | Honorary Ph.D., Pacific Union College                                       | President, Soroptimist International of Taiwan Region; Legislator                            | A member of the president's national policy advisory team                         | 135,000    | N/A                     | N/A |

4) Please refer to page 63~64 of this manual.

5) For election

Election results:

| Candidates category | Name                                   | Representative | Voting Rights | Vote    |
|---------------------|----------------------------------------|----------------|---------------|---------|
| Director            | Council of Agriculture, Executive Yuan | Lee Fu-Hsing   | 682, 963, 088 | elected |

|                         |                                           |                 |             |         |
|-------------------------|-------------------------------------------|-----------------|-------------|---------|
| Director                | Council of<br>Agriculture, Executive Yuan | Chen Wen-De     | 645,392,196 | elected |
| Director                | Council of<br>Agriculture, Executive Yuan | Lee Tsang-Lang  | 610,530,365 | elected |
| Director                | Council of<br>Agriculture, Executive Yuan | Liao Chen-Hsien | 609,583,202 | elected |
| Director                | Council of<br>Agriculture, Executive Yuan | Hsu Sheng-Ming  | 606,789,265 | elected |
| Director                | Tsai Chang-Hai                            |                 | 129,898,655 | elected |
| Director                | Hsu Ching-Lien                            |                 | 127,594,440 | elected |
| Independent<br>Director | Hsu Ming-Tsai                             |                 | 155,176,253 | elected |
| Independent<br>Director | Shen Hui-Ya                               |                 | 155,240,998 | elected |
| Supervisor              | Chunghwa<br>Post Co., Ltd.                | Wu Yuan-Jen     | 243,945,026 | elected |
| Supervisor              | Chen Tsai-Lai                             |                 | 171,524,353 | elected |
| Supervisor              | Tsai Ling-Lan                             |                 | 170,997,436 | elected |

## 5 Other Matter and Discussion

Proposal : Release of Directors from Non-Competition Restrictions

Proposed by the Board of Directors

### Description:

- 1) Pursuant to Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.
- 2) A director of the Company, if engages in acts of participation in other business operations similar or identical to the Company's scope of operation and acts as a director or representative at the other company, shall request the Shareholders'

Meeting to exempt the director from non-competition restrictions.

3) The release of director Liao Chen-Hsien from non-competition restrictions is submitted to the shareholders' meeting for acceptance. The material information

regarding the current director's non-competition activities is as follows:

| <b>Name of the Director</b> | <b>Names of the other company</b>    | <b>Position at the other company</b> | <b>Major business operations (activities)</b>                            |
|-----------------------------|--------------------------------------|--------------------------------------|--------------------------------------------------------------------------|
| Liao Chen-Hsien             | Changhua County Farmers' Association | Executive Director,                  | Supply and distribution of fertilizer (Fertilizer dealer of the Company) |

4) This proposal was approved by the provisional Board of Directors in the 3rd interim session of the 32nd Board Meeting, and also reviewed and approved in the shareholders' meeting

Resolution : Adopted by sharehold who have attended(including exercised via electronic transmission

Share represented at the time of voting : 554,028,428

| <b>Voting Results</b>                                                                 | <b>%of the total represented Share present</b> |
|---------------------------------------------------------------------------------------|------------------------------------------------|
| Votes in favor : 502,931,549 votes<br>(electronic transminission : 209,768,524 votes) | 90.78%                                         |
| Votes against : 23,134 votes<br>(electronic transminission : 21,734 votes)            | 0.00%                                          |
| Votes invalid : none                                                                  | 0%                                             |
| Votes abstained : 51,073,745 votes<br>(electronic transminission : 50,683,314 votes)  | 9.22%                                          |

6 Motions : None

7 Dismissed of the meeting : The meeting was adjourned.