

Test Research Inc. Meeting Notice of 2019 Annual General Shareholders Meeting

- I. The Company will convene 2019 Annual General Shareholders Meeting in 3F., No. 36-1, Huangxi St., Shilin Dist., Taipei City at 9:00 a.m. on May 29 (Wednesday), 2019. The meeting agenda includes: (1)Reporting items: 1. 2018 Annual Business Report ; 2.Audit Committee’s Review Report on 2018 Financial Statement; 3. Statement of 2018 Earning Distribution for Employees and Directors; (2) Approval items: 1. Adoption of 2018 Financial Statement; 2. Adoption of 2018 Earning Distribution Plan. (3)Discussion items: 1.Proposal of amendments to the Company’s Articles of Association; 2.Proposal of amendments to the Company’s Operating Procedures for Acquisition or Disposal of Assets. (4). Incidental motions.
- II. The 2018 earning distribution plan upon the resolution of the Board is: (1) The cash dividend per share is NT\$3.7; (2) As for the earning distribution plan, the Board is authorized to settle the record date after it is passed in the Shareholders Meeting. (3) In the event that, the transfer, exchange and cancellation of shares or buyback of shares of the Company affects the amount of outstanding shares and the payout ratio for shareholders, the Board is authorized to change the related affairs.
- III. For the comparison tables of the partial articles related to amendments to the Company’s Articles of Association, please search the handbook for 2019 shareholders’ meeting and the supplementary materials on the website of the Market Observation Post System(<https://mops.twse.com.tw>) / Basic Information / Electronic Books / Information related to annual reports and shareholders’ meetings (including depository receipts).
- IV. Each attendance notification and proxy form is attached in this meeting notice. If the shareholder(s) plans to attend the meeting in person, please sign or stamp on the attendance notification (no need to send back) and carry it to the check-in desk on the day of the meeting (time to check-in: 8:30 a.m. at the venue). In the case that an agent is entrusted to attend the meeting, the shareholder shall sign or stamp on the proxy form and personally fill out the name and address of the agent, then deliver the proxy form to the Stocks Affairs Department of KGI Securities (5F, No. 2, Chongqing South Road, Taipei City) at least 5 days prior to the day of the meeting. The signed proxy form will serve as the sign-in card for agent to represent your vote at the meeting. If any agent doesn’t receive the sign-in card, it shall present the identity certification to the venue for issuance.

- V. According to Article 26-2 of the Securities and Exchange Act, for the shareholders holding less than 1,000 shares, the meeting notice will be announced, and won't be sent separately.
- VI. In this shareholders meeting, the shareholders may exercise their voting right in an electronic way during the period April 27, 2019~May 26, 2019. With CA certificates (which could be citizen digital certificate, securities firm's online order placement certificate, Internet banking certificate, industrial and commercial certificate, shared certificate of securities and future firms, or government certificate), shareholders may log in the STOCKVOTE platform of Taiwan Depository & Clearing Corporation (<http://www.stockvote.com.tw>) for voting based on the related instructions.
- VII. The proxies of this general shareholders meeting shall be tallied and verified by the Stocks Affairs Agency Department of KGI Securities.
- VIII. If members solicit proxies to attend this general shareholders meeting, the Company will compile a summary statement and disclose the content on the website of Securities & Futures Institute (<http://free.sfi.org.tw>) on April 26th, 2019. Shareholders can inquire it based on the instructions on the website.
- IX. No souvenir will be distributed in this shareholders meeting.

Sincerely,

Board of Directors of Test Research Inc.