

Simple Mart Retail Co., Ltd.

Notice of 2019 Annual Regular Shareholders' Meeting

The Company has scheduled to convene the annual regular meeting of 2019 at B1F., No.145, Sec. 2, Jianguo N. Rd., Taipei City at 9:00 a.m., May 24 2019 (Friday).

Meeting Agenda

I. Reporting Items

1. The Business Report of 2018.
2. The Financial Statements of 2018.
3. The directors' and employees' compensation of the Company of 2018.
4. The amendment of the "Rules of Procedure for Board of Directors' Meetings".
5. Set up of "Corporate Governance Practice Principles", "Codes of Ethical Conduct", "Ethical Corporate Management Practice Principles", and "Procedures for Ethical Management and Guidelines for Conduct".

II. Ratification Items

1. Adoption of the Business Report and Financial Statements of 2018.
2. Adoption of the Proposal of the earnings distribution of 2018.

III. Discussion Items

1. New Shares issued out of earning.
2. New shares issued out of capital surplus.
3. The amendment of the "Articles of Incorporation".
4. The amendment of the "Operational Procedures for Loans to Others".
5. The amendment of the "Operational Procedures for Endorsements and Guarantees".
6. The amendment of the "Operational Procedures for the Acquisition and Disposal of Assets".
7. The amendment of the "Operational Procedures for Financial Derivatives Transactions".
8. The amendment of the "Rules of Procedure for Shareholders' Meeting".
9. The amendment of the "Rules for Election of Directors and Supervisors".
10. The allocation of the newly issued shares to a public offering before the Company listed on Taiwan Stock Exchange or Taipei Exchange.
11. The release of the prohibition on directors from Participation in Competitive Business.

IV. Questions and Motions:

V. Adjournment

Board of Directors

Simple Mart Retail Co., Ltd