



GRAPE KING BIO

2021 1st Special Shareholders' Meeting

TSE 1707



科技
Technology

健康
Health

希望
Hope

This translated document is prepared in accordance with the Chinese version and is for reference only. In the event of any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.

Published on January 14, 2021

I. Meeting Agenda.....	2
II. Matters for Discussion.....	3
III. Extempore motion.....	8
IV. Adjournment.....	8
V. Appendix.....	9
1. Articles of Incorporation.....	9
2. Rules of Procedure for Shareholders' Meetings.....	15
3. Shareholdings of All Directors and Supervisors.....	18

Grape King Bio Ltd.

Agenda for the 2021 1st Special Shareholders' Meeting

Time: 9:00 a.m. January 14, 2021

Place: No.402, Sec. 2, Jinling Rd., Pingzhen Dist., Taoyuan City, Taiwan (R.O.C.),
(8F of Pingzhen Headquarters)

1. Commencement of Meeting
2. Chairman's Statement
3. Matters for Discussion
 - (1) To issue new common shares for cash in private placement
4. Extempore motion
5. Adjournment

Item 1

Proposed by the Board of Directors

Item: To issue new common shares for cash in private placement.

Description:

- (1) Taking into consideration the current capital market, timeliness and feasibility of raising capital, the cost of issuance, and ensuring long-term cooperative relationships with the strategic investor(s), the Company intends to issue new common shares for cash in a private placement to introduce strategic investor(s)-Uni-President Enterprises Corporation (“UPEC”). The number of shares to be privately placed within the limit of 11,851,000 common shares, which is approximately 8% of the Company’s total outstanding shares on the record date for the Company’s 2021 1st special shareholders’ meeting, with a face value of NT\$10 per share. The private placement shall be completed in one transaction within one-year after it is agreed in the special shareholders’ meeting. The use of funds raised in the private placement will invest in capital expenditures, enrich working capital and strengthen financial structure.
- (2) In accordance with Article 43-6 of the Security and Exchange Act and regulations governing public companies issuing securities in private placement, the relevant issues of the private placement stated as follows:
 - A. The pricing basis of private placement and its reasonableness:
 - (a) The issue price of the Private Placement Shares shall be no less than 80% of the higher price of the following two pricing basis.
 - (a-1) The simple average closing price of the Company’s common shares for either 1, 3 or 5 trading days prior to the pricing date, after adjustment for shares issued as stock dividends, shares cancelled in connection with capital reduction and the cash dividends.

- (a-2) The simple average closing price of the Company’s common shares for 30 trading days prior to the pricing date, after adjustment for shares issued as stock dividends, shares cancelled in connection with capital reduction and the cash dividends.
- (b) Subscription price of the Private Placement Shares will be determined with the reference to the price of the Company’s common shares in accordance with Article 43-6 of the Security and Exchange Act and regulations governing public companies issuing securities in private placement. In addition, considering the strict restrictions on the transfer timing, counterparty and quantity of Private Placement Shares, limitation of no-trading for 3 years and poor liquidity, the price determination for the subject private placement shall be reasonable.
- B. Method of the specific persons selected, purpose, necessity and expected benefit:
- (a) Method of the specific persons selected: The investor(s) to subscribe to the Private Placement Shares shall meet the qualifications listed in Article 43-6 of the Security and Exchange Act, and Article reference number 0910003455 of the Securities and Futures Bureau under the Financial Supervisory Commission R.O.C. (Taiwan). The Company proposes to introduce Uni-President Enterprises Corporation (“UPEC”) as the strategic investor(s) of the private placement.
- (b) Purpose and Necessity:
- (b-1) With ageing populations growing and increased need for preventive care, the partnership will leverage the combined expertise of both companies, with collaboration including, but not limited to, product development and services, channel and distribution expansion, mutual agency and ODMs, research and food safety, joint brands and products. The aforementioned collaborations include Taiwan and International markets.

(b-2) The Company could leverage UPEC’s strong distribution network to tap into consumer staples market with health benefits, and further increase its brand visibility and product distribution.

(b-3) In view of its growing overseas business, the Company could leverage UPEC’s production plants overseas for manufacturing high quality products.

(b-4) The Company could share its know-how and experience in supplements and biotechnology sectors with UPEC, further helping UPEC to expand its offerings in the health and wellness sector.

(b-5) The Company could leverage its strong product portfolio combining with UPEC’s overseas network to accelerate its growth in the global health and wellness market.

(b-6) The Company’s TAF laboratory and UPEC’s Food Safety Center will jointly promote superior food safety, and ensure zero risk in terms of products offered.

(b-7) The Company will leverage UPEC’s multi-national network and experience to further help the company to diversify its business and presence.

(c) Expected benefit: Through the partnership, the Company expects to increase its market share, both in Taiwan and International markets, and strengthen its competitiveness, which should help to accelerate revenue growth and improve shareholders’ return.

(d) The relationship between the investor(s) and the Company:

The investor(s)	Relationship with the Company
Uni-President Enterprises Corporation	None

Name and the percentage of shareholding about the top 10 shareholders of UPEC's 2019 Annual Report as of August 9, 2019:

Ranking	Name of Major Shareholders	Shareholding %	Relationship with the Company
1	Kao Chyuan Inv. Co., Ltd.	4.93%	None
2	BNP Paribas Wealth Management HK. Branch	3.04%	None
3	Po-Ming Hou	2.60%	None
4	Po-Yu Hou	2.27%	None
5	Government of Singapore—GOS—EFMC	2.06%	None
6	Shiow-Ling Kao	1.64%	None
7	J.P.Morgan Chase Bank N.A. Taipei Branch in custody for Saudi Arabian Monetary Agency	1.54%	None
8	First State Investments ICVC - Stewart Investors Asia Pacific Leaders Fund	1.52%	None
9	JPMorgan Chase Bank N.A.	1.34%	None
10	Vanguard Emerging Markets Stock Index Fund	1.30%	None

C. The reason for the necessity to conduct the private placement:

(a) Reasons for conducting non-public offering: Compared to a public-offering, an investor(s) subscribed to the private placement is subject to a lock-up period of 3 years which would ensure a closer strategic collaboration with the investor(s). Issuance of the Private Placement Shares is also considered to be more efficient and suitable to accommodate the Company's development planning.

(b) Total monetary amount of the private placement: Within the limit of 11,851,000 common shares. The private placement will be completed within one-year after resolved in the special shareholders' meeting.

D. Use of funds raised in the private placement and expected benefit:

The use of funds raised in the private placement will invest in capital expenditures, enrich working capital, strengthen financial structure and/or support the Company's funding needs for long-term development. Through the partnership, the Company expects to increase its market share, both in Taiwan and International markets, and strengthen its competitiveness, which should help to accelerate revenue growth and improve shareholders' return.

(3) After expiration of three years following delivery date of the Private Placement Shares, the Board of Directors is authorized to apply for approval from the Taiwan Stock Exchange ("TWSE") to acknowledge that the Private Placement Shares meet the requirements for TWSE listing before the Company submits an application to the Financial Supervisory Commission for retroactive handling of public issuance of such shares and submits an application with TWSE for listing such shares on TWSE. The Private Placement Shares will have the same rights and obligations as the Company's existing issued shares. However, unless the Private Placement Shares are transferred to the party(s) provided under Article 43-8 of the Securities and Exchange Act, the transfer of such shares is restricted for three full years following the delivery date.

- (4) The terms of Private Placement Shares, including subscription pricing date, actual subscription price, amount of issuance, terms of issuance, and total monetary amount of private placement, record date of rights issuance, use of funds, timetable, and other relevant matters are proposed for the special shareholders' meeting to authorize the Board of Directors to approve, execute, or adjust. In the case of change in regulations, amendment request by the regulators, or change of market condition, it is also proposed for the special shareholders' meeting to authorize the Board of Directors to evaluate and determine the best solution.
- (5) In compliance of issuing the Private Placement Shares, the Board of Directors has proposed for the special shareholders' meeting to authorize the Chairman of the Company or other designated person to negotiate, sign, and execute on any agreements or documents regarding to the private placement on behalf of the Company.

Resolution:

III. Extempore motion

IV. Adjournment

Appendix 1

Grape King Bio Ltd. Articles of Incorporation

Chapter 1 General Principles

Article 1: The Company is named by GRAPE KING BIO LTD, which is organized in accordance with the regulation of company limited by share in the Company Act.

Article 2: Business items of the Company are shown as follows:

1. C103050 Canned, Frozen, Dehydrated Food Manufacturing
2. C106010 Flour Milling
3. F203010 Retail sale of Food and Grocery
4. F102170 Wholesale of Food and Grocery
5. C201010 Prepared Animal Feeds Manufacturing
6. F202010 Retail sale of Animal Feeds
7. F102040 Wholesale of Nonalcoholic Beverages
8. C114010 Food Additives Manufacturing
9. F121010 Wholesale of food additives
10. F221010 Retail of food additives
11. C109010 Seasoning Manufacturing
12. F501030 Coffee/Tea Shops and Bars
13. C802041 Drugs and Medicines Manufacturing
14. F108021 Wholesale of Drugs and Medicines
15. F208021 Retail Sale of Drugs and Medicines
16. F208050 Retail Sale of the Second Type Patent Medicine
17. F108031 Wholesale of Drugs, Medical Goods
18. F208031 Retail sale of Medical Equipment's
19. C802100 Cosmetics Manufacturing
20. F108040 Wholesale of Cosmetics
21. F208040 Retail Sale of Cosmetics
22. C802090 Cleaning Products Manufacturing
23. F207030 Retail Sale of Cleaning Preparations
24. F107030 Wholesale of Cleaning Preparation
25. C105010 Edible Oil Manufacturing
26. C102010 Dairy Products Manufacturing
27. F206020 Retail Sale of Articles for Daily Use
28. F106020 Wholesale of Articles for Daily Use
29. F104110 Wholesale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products
30. F204110 Retail sale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products
31. F401010 International Trade
32. H201010 Investment
33. H701010 Residence and Buildings Lease Construction and Development
34. C110010 Beverage Manufacturing
35. C199990 Other Food Manufacturing Not Elsewhere Classified
36. F102030 Wholesale of Tobacco Products and Alcoholic Beverages
37. F203020 Retail Sale of Tobacco and Alcoholic Beverages
38. I401010 General Advertising Services
39. JE01010 Rental and Leasing Business
40. IZ12010 Manpower Services

41. A101040 Edible Fungus and Algae
42. A101030 Special Crops
43. A101050 Flower Gardening
44. IG01010 Biotechnology Services
45. F401171 Alcohol Drink Import
46. F107080 Wholesale of Environment Medicines
47. F207080 Retail Sale of Environment Medicine
48. C802080 Pesticides Manufacturing
49. H703100 Real Estate Rental and Leasing
50. F601010 Intellectual Property
51. I101090 Food Consultancy
52. C201020 Pet food processing
53. F106060 Wholesale of pet food and appliances
54. F206050 Retail of pet food and appliances
55. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3

The Company is situated in Taoyuan City and may set up a subsidiary company at home and abroad through the resolution of Board of Directors and depends on the demand of business.

Article 3-1

In the case of investment abroad for the Company, the total investment amount may be over 40% of paid-in capital, and it shall authorize Board of Directors to handle with investment related affairs.

Article 3-2

The Company shall make endorsement and guarantee externally and the procedure shall be handled according to the regulation of endorsement and guarantee for the Company.

Article 4: Deleted

Chapter 2 Shares

Article 5

The total capital of the Company is 1.8 billion NTD, divided into 180 million shares with per vale of 10 NTD. It authorizes Board of Directors to issue the share separately if necessary.

Article 5-1

When the Company issues new shares, there shall be reserved for employees, including the employees of parents or subsidiaries of the Company meeting certain specific requirements. The treasury shares bought back by the Company under the laws, there shall be transferred to employees, including the employees of parents or subsidiaries of the Company meeting certain specific requirements. The Company issues a share subscription warrant to employees, including the employees of parents or subsidiaries of the Company meeting certain specific requirements. The Company issues restricted stock for employees, including the employees of parents or subsidiaries of the Company meeting certain specific requirements. The above specific requirements shall authorize the Board of Directors to establish.

Article 6

The Company adopts registered stock system and issue shares without printing out of share but it shall contact and register at the Institute of Chartered Secretaries & Administrators.

Article 7: Deleted

Article 8

The Shareholder shall take his/her seal to make registration to the Company. The Shareholders exercises every right depends on the seal kept in the Company.

Article 9

Unless otherwise specified in ordinance or regulation of securities, for the Shareholder of the Company handles Shareholder affairs such as stock transfer, setting the pledge, inheritance, favor, report the loss of seal, change of seal or change of address, it shall be handled according to "The Company Act" and "Criteria Governing Handling of Stock Affairs by Public Stock Companies".

Article 10

In the event of missing or destroying shares, the Company will handle according to "The Company Act" and "Criteria Governing Handling of Stock Affairs by Public Stock Companies" issued by the competent authority.

Article 11: Deleted

Article 12

In the case of performing negotiable endorsement of shares, shareholder cannot go against the change of the shareholders' list unless recording the name or tile of transferee on the share, recording the name or tile and address of transferee on the shareholders' list 60 days prior to shareholder's regular meeting/ 30 days prior to provisional shareholder' meeting or 5 days prior to base date of determining distribution of stock dividend or other interests.

Article 13: Deleted

Chapter 3 Shareholders' Meetings

Article 14

Shareholders' meetings consist of two types, one is regular shareholders' meetings, the other is provisional shareholders' meetings. The regular shareholders' meetings will be conducted by the Chairman of the board and may be held within six months after the end of fiscal year every year. The provisional shareholders' meetings may be held if necessary.

Article 15

The convening of regular shareholders' meetings shall be conducted according to the regulations of the Company Act.

Article 16

Unless other regulations in law, the shareholder of the Company has the voting right, and one stock for one voting right.

Article 17

On the occasion of being unable to attend shareholders' meetings, a shareholder can issue a power of attorney listing range of authorization with his/her signature or seal to delegate a deputy for attendance. Authority for the regulations of delegating attendance of a shareholder, in addition to conducting according to the regulations of Article 177, the Company Act, it shall handle according to "Rules Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" proclaimed by competent authority.

Article 18

There solutions during the shareholders' meetings except those stipulated in the Company Act, shall be decided by the majority of shareholders who represent the total number of issued shares, and whose voting rights shall prevail. Attendance is less than the previous one and the number of shareholders representing more than one third of the total number of issued shares is present in accordance with the provisions of the Company Act. 175. Shareholders of the Company are also allowed to exercise their voting rights electronically. Shareholders who exercise their voting rights electronically shall be deemed physically present. All relevant matters are governed by existing laws and regulations.

Article 19

The resolution events of shareholders' meetings shall be made as meeting minutes, and then signed or sealed by the chairperson and dispatched the meeting minutes to each shareholder within 20

days after the meeting. The dispatch of the previous meeting minutes shall be performed through announcement to those whom signed the sign-in book for attending shareholders' meetings. The power of attorney acting on behalf of other Director's attendance shall be kept in the Company according to Article 183, the Company Act.

Chapter 4 Director, Supervisor and Audit Committee

Article 20

The Company shall have nine (9) to thirteen (13) directors. The number of directors is authorized by the Board of Directors. The term of office shall be three (3) years. Directors shall be elected from a list of candidates and appointed by the shareholders during the shareholders' meetings. Directors may also be re-elected for succeeding terms. The number of independent directors shall not be less than three, and shall not be less than one fifth of the directors' seats. The election of directors and supervisors entails a nomination system. The nomination, notice and other matters relating to the candidates for directors and supervisors shall be in accordance with the Company Act, securities trading law, related laws and regulations. Independent directors and non-independent directors should be elected together to determine their designation. The total shares of nominal stocks held by either directors or supervisors shall not be less than the specified percentage regulated by the relevant competent authority.

Article 20-1: Deleted

Article 20-2

The Board of Directors of the Company may set up functional committees, the qualifications, exercise of their power, and related matters for the committee members shall be handled in accordance with the relevant laws and regulations and set out by the Board of Directors. Pursuant to Article 14-4 of the Securities and Exchange Act, the Company establishes Audit Committee beginning from 2021's shareholder's meeting. The Audit Committee powers conferred by the Securities and Exchange Act, the Company Act, and any other law to be exercised by supervisors. The Audit Committee shall be composed of the entire number of independent directors, one of whom shall be committee convener, and at least one of whom shall have accounting or financial expertise. The relevant regulations for supervisors of the Articles will invalid since Audit Committee established.

Article 21

Upon Directors organize Board of Directors it shall elect one of them within Board of Directors as the Chairman of the board. The Chairman of the Board holds shareholders' meetings internally and acts on behalf of the Company externally. In the event of absence, the Chairman of the board shall designate a Director to be deputed. Directors may elect one of them in case of no designation hereof.

Article 22

The Directors may issue a power of attorney when unable attend the Directors' meeting to delegate other Director for acting on behalf of the Director to attend the meeting. However, the deputy is subjected to be delegated by one person. When holding video conference, the Director may be regarded as attending in person for the case that Director attending the video conference.

Article 22-1

Directors' meeting shall be convened once a quarter with the written purpose to inform every Director and supervisor seven days prior to the meeting date. In the event of emergency, Directors may convene at any time. The convening of the previous paragraph may be made at any time by written mail, facsimile, and E-mail etc.

Article 23

Unless other regulations in the Company Act or Article of Association, it shall be made a resolution by Directors' meeting for all its business policies and important events, on occasion of resolution, it shall be made by over a half of the Directors' attendances and over a half of the agreement of attending Directors.

Article 24

The proceedings of Directors' meeting shall be made as meeting minutes and then issued to every Director within 20 days after the meeting.

Article 25

The Supervisor shall take charge of auditing all businesses of the Company according to the regulations of the Company Act.

Article 25-1

Board of Directors is authorized to determine the transportation allowance and remuneration based on reference of the industrial compensation level but not over the standard of highest level salary according to Guideline for Remuneration Criteria.

Article 25-2: Deleted

Article 25-3

The Company shall purchase liability insurance for Directors and Supervisors to guarantee Director or Supervisor to take potential legal responsibility occurring from the implementation of duties thereof.

Chapter 5 Manager

Article 26

The Company shall set up managers, and the appointment, discharge and remuneration shall be handled in accordance with the regulations of Article 29, the Company Act.

Chapter 6 Accounting

Article 27

The fiscal year of the Company begins on January 1 and ends on December 31 every year.

Article 28

Board of Directors shall prepare the following financial reports according to the regulations of the Company Act at the end of fiscal year of the Company and hand over to the Supervisor for auditing or delegating certified public accountant to certify and issue relevant reports by the Supervisor, and propose in shareholders' meetings for admission.

1. Annual Business Report
2. Financial Report
3. Proposal for Appointment of Profit or Loss

Article 29

The Company shall make appropriate provisions for Employee bonus and remuneration to Director and Supervisor according to the proportion as below on the occasion of a profit making year. However, it shall preserve amount to cover the deficit and then make appropriate provisions to employee bonuses and remunerations to Directors and Supervisors by following proportion in case that there is accumulated deficits in the Company.

(1) Employee Bonus:

The Company shall make appropriate provisions based on Income Before Tax (Employee Bonus and Remuneration to Director and Supervisor excluded) for 6-8% as employee bonus and distribute and issue stock or cash depends on the resolution of Board of Directors. The distributed targets include the employees of parents or subsidiary of the Company meeting certain specific requirements and specific requirements shall authorize the Board of Directors to establish.

(2) Remuneration to Director and Supervisor:

The Company shall make appropriate provisions but not more than 2% based on Income before Tax (Employee Bonus and Remuneration to Director and Supervisor excluded) for Remuneration to Director and Supervisor).

The distribution proposal of employee bonus and remuneration to Director and Supervisor shall be proposed in Directors' meeting.

Article 30

The Company shall pay taxes and cover accumulated deficits and then make appropriate provisions of about 10% for legal reserve. In the case of making profit earnings at the close of business year after

settlement, while the legal reserve reaches the paid-in capital of the Company, it may not make an provision anymore. The Company may make appropriate provision or reverse to special reserve for the surplus. In the event of an undistributed earnings of current year, it shall combine with accumulated undistributed earnings to apply for formulating earning distribution proposal to Board of Directors and propose it in the shareholders' meetings for distribution of dividends to shareholders. The dividend policy of the Company shall conform to the current and future development plans and consider the investment environment. Capital demand and domestic and international competitive conditions in addition to taking into account of shareholder's interest. It shall make an appropriate provision but not lower than 60% of the undistributed earnings of current year for distributing dividends to shareholders. The Company may not distribute when the accumulated undistributed earnings is lower than paid-in capital. It may adopt cash or stock for distribution of dividends to shareholders. The cash dividend is subjected to not lower than 10% of stock dividends.

Chapter 7 Supplementary Articles

Article 31

For the events not stipulated in the Article, it comply with the regulations of the Company Act.

Article 32

The Article is established on March 6, 1971. The 1st amendment was on July 31, 1973. The 2nd amendment was on January 20, 1974. The 3rd amendment was on April 11, 1977. The 4th amendment was on February 5, 1979. The 5th amendment was on May 6, 1979. The 6th amendment was on March 29, 1980. The 7th amendment was on March 29, 1981. The 8th amendment was on February 21, 1982. The 9th amendment was on May 3, 1985. The 10th amendment was on June 17, 1986. The 11th amendment was on November 20, 1986. The 12th amendment was on May 23, 1987. The 13th amendment was May 25, 1988. The 14th amendment was on May 24, 1989. The 15th amendment was on November 3, 1989. The 16th amendment was on April 19, 1990. The 17th amendment was on September 9, 1991. The 18th amendment was on May 25, 1992. The 19th amendment was on April 23, 1993. The 20th amendment was on May 30, 1994. The 21st amendment was on May 31, 1995. The 22nd amendment was on May 29, 1996. The 23rd amendment was on June 16, 1997. The 24th amendment was on June 26, 1998. The 25th amendment was on June 26, 1998. The 26th amendment was on June 25, 1999. The 27th amendment was on June 12, 2000. The 28th amendment was on June 14, 2001. The 29th amendment was on June 12, 2002. The 30th amendment was on June 18, 2003. The 31st amendment was on June 21, 2004. The 32nd amendment was on June 17, 2005. The 33rd amendment was on June 14, 2006. The 34th amendment was on June 18, 2008. The 35th amendment was on June 19, 2009. The 36th amendment was June 13, 2012. The 37th amendment was on June 23 2014. The 38th amendment was on June 26, 2015. The 39th amendment was on June 16, 2016. The 40th amendment was on June 13, 2017. The 41th revision was made on May 29, 2019. The 42th revision was made on May 28, 2020.

Appendix 2

Grape King Bio Ltd. Rules of Procedure for Shareholders' Meetings

Approved by the Shareholders' Meeting held on May 28, 2020

Article 1

The rules of procedures for the Company's shareholders' meetings, except as otherwise provided by law, shall be as provided in these Rules.

Article 2

The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

The number of shares in attendance shall be calculated according to the shares indicated by the attendance book or sign-in cards handed in plus the number of shares whose voting rights are exercised by electronically.

Article 3

A shareholder except as otherwise provided by law, shall be entitled to one vote for each share held.

Article 4

The venue for shareholders' meetings shall be the premises of the Company, or a place easily accessible to shareholders and suitable for shareholders' meetings. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. The place and time of the meeting shall be in full consideration of the opinions of the independent directors.

Article 5

If shareholders' meetings are convened by the Board of Directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the Managing Directors to act as chair, or, if there are no Managing Directors, one of the Directors shall be appointed to act as chair. Where the Chairperson does not make such a designation, the Managing Directors or the directors shall select from among themselves one person to serve as chair.

If shareholders' meetings are convened by a party with power to convene but other than the Board of Directors the convening party shall Chair the meeting.

Article 6

This Corporation may appoint its attorneys, certified public accountants, or related persons retained by it to attend shareholders' meetings in a non-voting capacity.

Staff handling administrative affairs of shareholders' meetings shall wear identification cards or arm bands.

Article 7

The Company shall make an audio or video recording of the shareholders' meetings and retained for at least 1 year.

Article 8

The Chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the Chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares,

the Chair shall declare the meeting adjourned. If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders still represent less than one third of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the Chair may resubmit the tentative resolution for a vote by the shareholders' meetings pursuant to Article 174 of the Company Act.

Article 9

If shareholders' meetings are convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors, and related proposal (including extempore motions and revised proposal) shall be followed by a poll for each proposal. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meetings.

The provisions of the preceding paragraph apply mutatis mutandis to shareholders' meetings convened by a party with the power to convene that is not the Board of Directors.

The Chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extempore motions), except by a resolution of the shareholders' meetings.

If the Chair declares the meeting adjourned in violation of the rules of procedure, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

After the meeting is adjourned, shareholders may not separately elect a Chair and resume the meeting at the original or another venue.

Article 10

Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the Chair and the shareholder that has the floor; the Chair shall stop any violation.

Article 11

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the Chair may terminate the speech.

Article 12

When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting. When a juristic person shareholder appoints two or more representatives to attend shareholders' meetings, only one of the representatives so appointed may speak on the same proposal.

Article 13

After an attending shareholder has spoken, the Chair may respond in person or direct relevant personnel to respond.

Article 14

When the Chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the Chair may announce the discussion closed, call for a vote and properly arrange the vote time.

Article 15

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. Vote counting for proposals or elections shall be conducted in public at the place of the shareholders' meetings. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

Article 16

When a meeting is in progress, the Chair may announce a break based on time considerations.

Article 17

Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the Chair or a person designated by the Chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders.

Article 18

When there is an amendment or an alternative to a proposal, the Chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Article 19

The Chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

Article 20

These Rules, and any amendments hereto, shall be implemented after adoption by shareholders' meetings.

Appendix 3

Shareholdings of All Directors and Supervisors

1. Minimum shares held by the Directors & Supervisors and recorded shares held

Title	Minimum legally-held shares	Recorded shares held
Directors	8,177,182 shares	15,031,747
Supervisors	817,718 shares	3,342,553

2. Directors and Supervisors Shareholding Structure in detail

Account number	Title	Name	Recorded shares held	Note
5	Chairman	Andrew Tseng	6,351,244	
4	Director	Mei-Ching Tseng	4,993,117	
94724	Director	Yanxiang Huang	203,000	
16	Director	Zhijia Chang	1,538,386	
99831	Director	Zhiwei Lai	653,000	
129223	Director	Ding Fu Investment Co., Ltd.	1,293,000	
	Independent Director	Fengyi Lin	0	
	Independent Director	Ching-Fu Chen	0	
	Independent Director	Yifan Miao	0	
15	Supervisor	Chih-Sheng Chang	2,093,957	
68613	Supervisor	Hsing-Chun Chen	1,248,596	

Note: as of December 16, 2020



Live Healthy, Think Grape King.
www.grapeking.com.tw



No.402, Sec. 2, Jinling Rd., Pingzhen Dist.,
Taoyuan City 324, Taiwan (R.O.C.)
TEL : +886(3)457-2121 FAX : +886(3)457-2128

