

JPP Holding Company Limited

Registered Company No. OG268912

(Company)

Notice of Annual General Shareholders' Meeting

Notice is hereby given that the annual general meeting of the Company will be held at 9:00 a.m. in meeting room at Fl. 8, No. 350, Songjiang Road, Taipei City 104, Taiwan on the 25th day of June, 2019 (the Meeting) to consider and, if thought fit, pass the following resolutions:

The Agenda for the Meeting is as follows:

I. Report Items

- (1) To report the business of 2018
- (2) Audit Committee's review report
- (3) To report 2018 employees' profit sharing bonus and directors' compensation

II. Proposed Resolutions

- (1) To accept 2018 Business Report and Financial Statements
- (2) To approve the proposal for distribution of 2018 earnings
- (3) To Amend the Operational procedures for Acquisition and Disposal of Assets
- (4) To Amend to the Operational Procedures for Endorsements and Guarantees
- (5) To Amend to the Operational Procedures for Loaning of Company Funds
- (6) To Amend to the Company's Articles of Incorporation

III. Directors Election

To elect seven Directors (including three independent directors)

There will be seven Directors (including three independent directors) elected at the Meeting.
Related information is as follows:

(I). Candidates of Directors:

- (1) HO SHENG HOLDINGS CO., LTD. Mr. Wang Wen-Shan
- (2) POWELL GROUP CO., LTD. Mr. Chung Kuo-Sung

(3) BELIEVING POWER CO., LTD. Ms. Kuo Hui-Ling

(4) Mr. Wang Chia-Nan

Candidates of Independent Directors:

(5) Mr. Chen Shih-Chin

(6) Mr. Lai Chen-Chu

(7) Mr. Huang Yung-Fu

(II). Education and experience of the candidates: please refer to the List of Director Candidates on the Meeting Agenda.

IV. Other Matter

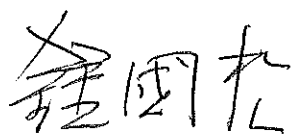
To Propose for Release the Prohibition on Directors from Participation in Competitive Business.

Kindly attend the Meeting on the date, at the time and place mentioned above.

As a shareholder you are dully given by the notice before thirty days of the annual general meeting of Shareholders which issued under the article No. 20.2 of the Company's articles of association.

Dated 24 May 2019

By order of the board,



.....
Director: (Mr. Chung Kuo-Sung)

Powell Group Co., Ltd.

For and on behalf of the board

Proxies

A member entitled to attend and vote at the meeting may appoint a proxy. A blank proxy form is attached. Please consider carefully the conditions attaching to appointment of a proxy.

A proxy form in hard copy must be delivered to [insert description e.g. the office of the Company's administrator, Mr. KC Chung, at Rm. 1112, No. 152, Songjiang Rd., Zhongshan Dist. Taipei City 10458. Please see the conditions attaching to the appointment of a proxy for the time of such delivery.

A proxy form may be delivered electronically by sending a facsimile copy of the original to this facsimile number: +886-2-2541-2332; or a scanned PDF version of the original by email to this address: kenny@jinpao.co.th. Please see the conditions attaching to the appointment of a proxy for the time of such delivery.

JPP Holding Company Limited

Registered Company No. OG268912

(Company)

Proxy form

I/We¹

of

being a member/members of the Company and the holder/holders of

..... (number and class of shares)

appoint as my/our proxy²

.....

of

or in his/her absence³

.....

of

at the annual general meeting of the Company to be held in meeting room at Fl. 8, No. 350, Songjiang Road, Taipei City 104, Taiwan on 25 June 2018 at 9 am and at any adjournment of that meeting.

Please indicate with a tick mark in the spaces opposite to each resolution how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy may vote for or against the resolutions or may abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting pursuant to the other items of business referred to in the notice convening the meeting.

¹ Full name(s) and address(es) to be inserted in **block letters**.

² Insert name and address of the desired proxy in the spaces provided.

³ If desired, insert name and address of an alternate proxy, should the initial appointee be unable to attend the meeting.

Resolution For Against Abstain

1.1	RESOLVED as an ordinary resolution that the business report and consolidated financial statements of year 2018 be and are hereby approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.2	RESOLVED as an ordinary resolution that the cash dividends of year 2018 be and is hereby approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.3	RESOLVED as an ordinary resolution that the Amendment to the Operational procedures for Acquisition and Disposal of Assets be and is hereby approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.4	RESOLVED as an ordinary resolution that the Amendment to the Operational Procedures for Endorsements and Guarantees be and is hereby approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.5	RESOLVED as an ordinary resolution that the Amendment to the Operational Procedures for Loaning of Company Funds be and is hereby approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.6	RESOLVED as a special resolution that the Amendment to the Company's Articles of Incorporation be and is hereby approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	VOTED to elect the candidates as new Board directors for next 3 years tenure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.1	RESOLVED as a Supermajority resolution to approve and adopt proposal for release the prohibition on directors from participation in competitive business.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated :

For a member who is an individual, please sign immediately below:

.....

.....

Signature of shareholder

Signature of joint-shareholder, if any

For a member which is a company, please complete the following:

Executed by _____ ***[Insert company name]*** acting through an authorised signatory

Signature of authorised signatory

Print name

Title

Date signed

Proxy instructions

What happens if you do not follow these instructions?

- 1 If you do not follow these instructions, any instrument you make appointing a proxy will be invalid.

Eligible members

- 2 If you are a member entitled to attend and vote at this meeting of the Company, you may appoint a proxy to vote on your behalf.
- 3 A proxy need not be a member of the Company.

If you complete a proxy form, can you still attend and vote at the meeting?

- 4 Completion of the proxy form does not preclude a member from subsequently attending and voting at the meeting in person if he or she so wishes.

Joint shareholders

- 5 In the case of jointly held shares, if more than one joint holder purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. For this purpose, seniority will be determined by the order in which the names of the joint holders appear in the register of members (the first-named being the most senior).

How to appoint a proxy

- 6 If you are an eligible member and a natural person, the appointment of your proxy must be in writing and signed by you or your authorised attorney.
- 7 If you are an eligible member and a corporation, the appointment of your proxy must be in writing and executed in any of the following ways: (i) under the corporation's common seal; (ii) not under the corporation's common seal but otherwise in accordance with its articles of association; or (iii) under the hand of the corporation's authorised attorney.
- 8 Despite paragraphs 6 and 7, the Company will accept an electronic record of your proxy if:
 - (a) the original is in writing and signed one of the ways referred to those paragraphs; and
 - (b) the Company permits receipt of electronic records by giving an electronic address for that purpose.

Delivery of proxy form to Company

- 9 For an appointment of a proxy to be effective, the following documents must be received by the Company at any time before the time for the holding of the meeting or adjourned meeting at which the proxy proposes to vote:
- (a) The proxy form;
 - (b) If the proxy form is executed by a corporation otherwise than under its common seal - an extract of its articles that evidences that it may be duly executed in that way; and
 - (c) If the proxy form is signed by your attorney -- the authority under which it was signed or a certified copy of the authority.
- 10 Those documents may be delivered in either of the following ways:
- (a) In the case of hard-copy documents - they must left at or sent by post to the Company's registered office or the other place, if any, specified by the Company for the purpose of the meeting.
 - (b) In the case of documents comprised in an electronic record - they must be sent to an address specified by the Company for the purpose of receiving electronic records.
- 11 If a poll is to take place within 48 hours after it has been demanded then, in addition to the ways specified in the preceding paragraph, the documents may be delivered to the chairperson or to the Company secretary or to any director at the meeting at which the poll was demanded.