

Taiwan Cogeneration Corporation
Notice of 2016 Annual General Shareholders Meeting

1. Time and place
Time: 9:00 a.m., Monday, June 27, 2016
Place: International Convention Hall, 1F, No. 392, Ruiguang Road, Neihu District, Taipei City, Taiwan
 - 1.1. Proposals and Discussions
Proposal: Amendment to the Company's "Articles of Incorporation"
 - 1.2. Management Presentations
 - (1) 2015 Business Report
 - (2) Supervisor's review report on the 2015 financial statements
 - (3) Status report on the Company's external endorsements and/or guarantees.
 - (4) Report on changes in accounting estimates of the life span of major equipment of Guantian Plant.
 - (5) Status report on the compensations for employees and remunerations for directors and supervisors in 2015.
 - 1.3. Adoptions
 - (1) Adoption of the 2015 Business Report and Financial Statements
 - (2) Adoption of the Proposal for Profit Distribution of 2015
 - 1.4. Other Matters
Proposal: Relief of the non-compete clause on directors of this Company.
 - 1.5. Questions and Motions
2. Proposed 2015 profit distribution by the board of directors: Cash dividend of NT\$765,763,174, at NT\$1.3 per share.
3. The proposal for the relief of the non-compete clause on directors is submitted to the shareholders meeting for approval in accordance with Article 209 of the Company Act. The involved directors include Yao-ting Wang and Sheng-ren Shao, who will concurrently be the manager of Taiwan Power C., Ltd.
4. Enclosed is the Notice of 2016 Annual General Shareholders Meeting and a copy of the proxy. Should you wish to attend the meeting in person, please sign or stamp your personal chop on the Notice and proceed with check-in on the meeting date (check-in time and place: 8:30 a.m. at the meeting venue). Should you wish to appoint a proxy to attend the meeting on your behalf, please sign or stamp your personal chop on the proxy application form, fill in the name and address of your proxy, have your proxy sign or stamp his/her personal chop on the form and deliver the form within five days prior to the meeting date (which must be received within five (5) days prior to the meeting) to the Company's designated agent (i.e., Stock Register of KGI Securities Co. Ltd., 5F, No. 2, Section 1, Chong Qing South Road, Taipei City) for processing the delivery of attendance cards. Shareholders or proxies who have not received an attendance card may bring their identity card to apply for a reissue at the meeting venue.

5. In the event of public solicitation of proxy for the Annual Meeting of Shareholders, the Company shall upload relevant information to the website of the Securities and Futures Institute (<http://free.sfi.org.tw>) by May 27, 2016. Please check the website for further information on this matter.
6. Referring to Article 26-2 of the Securities and Exchange Act, “The notice of the shareholders meeting to be given by an issuer to shareholders who own less than 1,000 shares of nominal stocks may be given in the form of a public announcement; for a regular shareholders meeting, such public announcements shall be served with thirty days prior notice,” Hence, for shareholders holding less than 1,000 shares, this Company will only announce publicly the information of the annual general shareholders meeting without sending them any meeting notice.
7. Voting rights of the Annual General Shareholders Meeting may be exercised by way of electronic transmission between May 28 and June 24, 2016. Shareholders shall log on to the “Electronic Voting Platform for Shareholders” on the website of Taiwan Depository and Clearing Corporation (<http://www.stockvote.com.tw>) with a CA certificate (citizen digital certificate, on-line ordering certificate issued by the securities company, e-banking certificate, corporate certificate, common certificate for securities and futures company, MOPS certificate, or government certificate) and vote according to relevant instructions. Referring to the Company Act, shareholders exercising voting rights by electronic means are deemed to have attended the meeting in person, but to have waived such with respect to the extraordinary motions and amendments to original proposals of that meeting. Where a shareholder intends to attend the shareholders meeting in person after exercising voting rights by electronic means, he/she shall express the intent to retract the voting rights already exercised as described above in the same way two days prior to the meeting day. When a shareholder exercises voting rights by electronic means and appoints a proxy to attend the meeting of shareholders at the same time, the voting rights exercised by the proxy in the meeting shall prevail.
8. This Company has appointed KGI Securities Co. Ltd. as the stock register of the present annual general shareholders meeting to calculate and verify the shareholder proxy.
9. No souvenir will be issued at the present annual general shareholders meeting.

Respectfully,
Board of Directors, Taiwan Cogeneration Corporation