

Redwood Group Ltd

Notice of 2019 Annual General Meeting

Time: 9:00 a.m., Wednesday, June 10, 2019

Venue: Third-floor meeting room at the New Taipei Industrial Park Service Center (No. 95, Wugong Road, Xinzhuang District, New Taipei City)

Proposed Resolutions

Item 1 Proposed by the Board of Directors

Subject: To adopt the 2018 financial statements.

Explanation: The Company's 2018 financial statements were audited by the Certified Public Accountants of Deloitte Taiwan, Ming-chung Hsieh and Po-jen Weng. Relevant reports were reviewed by the Audit Committee and approved by the Board of Directors. Please refer to the meeting agenda for details.

Resolution:

Item 2 Proposed by the Board of Directors

Proposal: To adopt the 2018 deficit compensation.

Explanation: 1. The Company's consolidated net loss after tax amounted to NT\$24,481,896 in the financial year of 2018. It is proposed not to distribute dividends for the year. Please refer to the meeting agenda for the statement of deficit compensation.
2. Please refer to the meeting agenda for the 2018 statement of deficit compensation.

Resolution:

Discussion Items

Item 1 Proposed by the Board of Directors

Subject: To amend certain articles within the Company's "Articles of Incorporation."

Explanation: 1. In line with changes in laws and regulations, it is proposed to amend the Company's "Articles of Incorporation." Please refer to the meeting agenda for a comparison table of amendments.

Resolution:

Item 2 Proposed by the Board of Directors

Subject: To amend certain articles within the Company's "Procedures for Derivative Transactions."

Explanation: 1. In line with changes in laws and regulations, it is proposed to amend the Company's "Procedures for Derivative Transactions." Please refer to the meeting agenda for a comparison table of amendments.

Resolution:

Item 3 Proposed by the Board of Directors

Subject: To amend certain articles within the Company's "Procedures for Lending Funds to Other Parties."

Explanation: 1. In line with changes in laws and regulations, it is proposed to amend the Company's "Procedures for Lending Funds to Other Parties." Please refer to the meeting agenda for a comparison table of amendments.

Resolution:

Item 4 Proposed by the Board of Directors

Subject: To amend certain articles within the Company's "Procedures for Endorsement and Guarantee."

Explanation: 1. In line with changes in laws and regulations, it is proposed to amend the Company's "Procedures for Endorsement and Guarantee." Please refer to the meeting agenda for a comparison table of amendments.

Resolution:

Item 5 Proposed by the Board of Directors

Subject: To amend certain articles within the Company's "Procedures for Acquisition or Disposal of Assets."

Explanation: 1. In line with changes in laws and regulations, it is proposed to amend the Company's "Procedures for Acquisition or Disposal of Assets." Please refer to the meeting agenda for a comparison table of amendments.

Resolution:

Election

Item 1 Proposed by the Board of Directors

Subject: To elect the Company's fourth-term Directors (including Independent Directors).

Explanation: 1. The tenure of the Company's third-term Directors and Independent Directors is to expire on June 12, 2019. However, to accommodate the convention of 2019 Annual General Meeting, it is proposed to expire the term of outgoing Directors after the election which is to be held during the meeting on June 10, 2019.

2. According to the securities acts and regulations of the Republic of China as well as Articles 23 and 25 of the Company's Articles of Incorporation, the Company shall have at least five (5) Directors, among which, at least three (3) shall be Independent Directors. Both Directors and Independent Directors are to serve a term of three years. They are elected from shareholders with legal capacity and are eligible for re-election.

3. The Audit Committee is established in accordance with the securities acts and regulations of the Republic of China and Article 38 of the Company's Articles of Incorporation. This new term of Audit Committee comprises all newly-elected Independent Directors. Its exercise of power shall comply with the securities acts and regulations of the Republic of China and the Company's Articles of Incorporation.

4. The tenure of the Company's third-term Directors and Independent Directors will expire immediately after the tenure of new Directors and Independent Directors elected in the Annual General Meeting on June 10, 2019 commences.

5. Matters pertaining to the election of the fourth-term Directors and Independent Directors:

(1) Proposed number of seats: A total of six (6) Directors, including three (3) Independent Directors.

(2) Tenure: Three years. It commences immediately after the election at the Annual General Meeting on June 10, 2019 and expires on June 9, 2022. Directors and Independent Directors are eligible for re-election.

6. In compliance with the securities acts and regulations of the Republic of China and Article 25.2 of the Company's Articles of Incorporation, the election of Independent Directors adopts the candidate nomination system. Shareholders shall elect from the list of Independent Directors candidates announced before the Annual General Meeting. Please refer to the meeting agenda for candidates' education, work experience, and other relevant information.

Election results: