

GEOVISION INC.

Notice of 2017 Annual Shareholders' Meeting

Meeting Time: June 8, 2017 (Thursday) at 9:00 am

**Meeting Venue: 2F., No.209, Nanyang St., Sijhih Dist.,
New Taipei City 22152, Taiwan**

The agenda for the Meeting is as follows:

I. Chairman to announce the commencement of meeting

II. Report Items

- (1) To report the business of 2016
- (2) Supervisor's Review Report on the 2016 Financial Statements
- (3) To report 2016 employees' profit sharing bonus and directors' Compensation
- (4) Shares Buyback Execution Report
- (5) To report Amendment to the Corporate Conduct and Ethics Best Practice Principles

III. Ratification Items

- (1) To approve 2016 Business Report and Financial Statements
- (2) To approve the proposal for distribution of 2016 earnings

The proposal for distribution of 2016 earnings adopted at the meeting of the Board of Directors is as follows :

- a. Cash dividends to common share holders: Totaling NT\$44,419,464. Each common share holder will be entitled to receive a cash dividend of NT\$0.58 per share.
- b. Stock dividends to common share holders: Totaling NT\$38,292,640. Each common share holder will be entitled to receive a stock dividend of NT\$0.5 per share.
- c. The record date will be decided by the Chairman as authorized by the Board of Directors.

IV. Discussion Items

- (1) Proposal for a new share issue through capitalization of earnings and additional paid-in capital . Please proceed to discuss.
 - a. NT\$38,292,640 appropriated from distributable earnings will be used for increasing capital stock and issued totaling 3,829,264 shares of new common shares.
 - b. NT\$76,585,280 appropriated from additional paid-in capital will be used for increasing capital stock and issued totaling 7,658,528 shares of new common shares.
- (2) Proposal for a cash distribution from additional paid-in capital. Please proceed to discuss.

The Company proposed a cash distribution of NT\$32,165,819 from the additional paid-in capital. The distribution will be NT\$0.42 per share.
- (3) Issuance of new shares for employee Restricted Stock Program/ Agreement.

Please review and discuss.
- (4) Amendment to the Operational Procedures for Acquisition and Disposal of Assets. Please proceed to discuss.
- (5) Amendment to the Operational Procedures for Trading Derivatives.

Please proceed to discuss.
- (6) Amendment to the Articles of Incorporation. Please proceed to discuss.
- (7) Amendment to the Rules for Director and Supervision Elections.

Please proceed to discuss.

V. Elections

The 9th Election of Directors and Supervisors.

To elect five Directors (including two independent directors) and three Supervisors.

VI. Other Matters

Discussion of the release of the prohibition on newly-elected directors from participation in competitive business.

VII. Questions and Motions

VIII. Adjournment