



Stock Code : 4180

# TWi Pharmaceuticals, Inc.

## Notice of 2016 Annual Shareholders' Meeting (Summary translation)

- I. The 2016 Annual Shareholders' Meeting (the "Meeting") will be convened at 2F., No.12, Zhouzi St., Neihu Dist., Taipei City at 9:00 a.m. on June 8, 2016 (Wednesday). The agenda for the Meeting is as follows:
1. Discussions :
    - (1) Amendment to the Company's Articles of Incorporation.
  2. Reports on Company Affairs :
    - (1) 2015 Business Report.
    - (2) Supervisor's Review Report on the 2015 Financial Statements.
    - (3) Report on Accumulated Losses Reaching One-Half of Paid-in Capital and Execution Status of the Improvement Plan of the Operation of the Company.
    - (4) Amendment to the Rules of Procedure for Board of Directors Meetings.
  3. Proposals :
    - (1) Adoption of the 2015 Business Report, Financial Statements and Consolidated Financial Statements.
    - (2) Adoption of the Proposal for 2015 Deficit Compensation.
  4. Elections :
    - (1) The 9th Election of Independent Directors.
  5. Discussions :
    - (2) Amendment to the Operational procedures for Acquisition and Disposal of Assets.
    - (3) Amendment to the Rules of Procedure for Shareholder Meetings.
    - (4) Amendment to the Operational Procedures for Loaning of Company Funds.

- (5) Amendment to the Operational Procedures for Endorsements and Guarantees.
- (6) Amendment to the Procedures for Election of Directors and Supervisors.
- (7) Proposal of Release the Prohibition on Directors from Participation in Competitive Business.

6. Questions and Motions

II. Pursuant to Article 165 of the Company Act, share transfer registration for the Company will be suspended from April 10, 2016 to June 8, 2016.

III. Non-competition restrictions on the directors to be released:

1. Pursuant to Article 209 of the Company Act, a director who “acts for himself or on behalf of another person, and whose act falls within the scope of the company’s business, shall explain at the meeting of the shareholders the essential details of such act and obtain approval at the shareholders’ meeting.
2. Current directors of the Company, Chih-Ming Chen and Jo Shen/Nick Liu representing Opulent Assets Holdings Ltd., intend to be directors or managers at other companies whose business scope is similar to that of the Company, for which approval has not been secured at the shareholders’ meeting. To comply with the law, the above director and the director representatives intend to submit for approval at the shareholders’ meeting the proposal to release the non-competition restrictions on them. For the new independent directors to be elected in this shareholders’ meeting, the non-competition restrictions on them to be released will be submitted in resolving this Discussion Item (7) in the shareholders’ meeting.

IV. Please find the Notice of Attendance and Proxy Form enclosed with this Meeting Notice. If you plan to attend the meeting in person, please affix your signature or personal seal to the Sign-in Card and submit it for registration on the day of the shareholders’ meeting. If you wish to appoint a proxy to attend the meeting, please fill out the name and relevant information of the proxy, affix your signature or personal seal to the Proxy Form, have the proxy affix his or her signature or personal seal to the Proxy Form. Such proxy form shall be delivered to the Company’s securities agent at the Register and Transfer Agency division of CTBC Bank Corporation, at least five (5) days prior to the meeting so that a sign-in card can be issued to the proxy.

- V. If any shareholder solicits proxies, the Company will publish a summary of such solicitation on the Securities and Futures Commission website (<http://free.sfi.org.tw>). For shareholders who wish to make inquiries, please access the “free inquiry system for published information on proxies” page on the website, click on “entrance to published information on proxies”, and enter the search criteria.
- VI. The institution responsible for tallying and verifying the votes for the Company is the Register and Transfer Agency division of CTBC Bank Corporation.

Sincerely Yours

The Board of Directors of TWi Pharmaceuticals, Inc.