

POYA International Co., Ltd.

Meeting Notice for 2017 Annual Shareholders' Meeting (Summary Translation)

I. The 2017 Annual Shareholders' Meeting will be convened at 6F, Conference Room, No. 74, Sec. 3, Minzu Rd. West Central Dist. Tainan City at 9:00 a.m. on June 13, 2017 (Tuesday) (Registration will be accepted at 8:30 a.m.). The agenda for the Meeting is as follows:

1. Reports:

- (1) 2016 Business Report.
- (2) 2016 Audit Committee's Review Report.
- (3) 2016 Distribution of Employees' and Directors' Remuneration.

2. Acknowledgements:

- (1) Adoption of the 2016 Business Report and Financial Statements.
- (2) Adoption of the Proposal for Distribution of 2016 Profits.

3. Discussion and Elections:

- (1) Proposals for a New Share Issue through Capitalization of Earnings.
- (2) Amendments to part of articles of Operational Procedures for Acquisition or Disposal of Assets
- (3) Re-election of directors, including independent directors.
- (4) Proposals to release the new Board of Directors and representatives from the non-competition restrictions

4. Motions

II. The 2016 Earning Distribution and New Share Issue through Capitalization have been approved by the Board of Directors and are proposed as:

- 1. Cash dividends of NT\$1,032,293,607, approximately NT\$10.7 per share.
- 2. The Company proposes to issue 964,760 new shares (common stocks) with par value NT\$ 10 per share, through capitalization of stock dividends of NT\$ 9,647,600. Each existing shareholder with common stocks will be entitled to receive a stock dividend of 10 shares for each 1,000 shares. Upon the Distribution of Cash Dividends being passed by the Shareholders' Meeting, the Board of Directors shall be authorized to set up the date of dividend distribution. Upon New Share Issue through Capitalization being submitted to the authorities for approval, the Board of Directors shall be authorized to set up the distribution date of new

shares through capitalization. The rights and obligations of the newly shares are as the same as the existing shares. The dividends and shares to be distributed to each share shall be adjusted by the Board of Directors authorized by the Shareholders' Meeting based on the number of actual shares outstanding on the distribution date of dividends or shares through capitalization.

- III. Pursuant to Article 209 of the Company Act and Article 26-1 of Securities and Exchange Act, the company will propose to release the new Board of Directors and representatives from the non-competition restrictions. Other positions of candidates of new Board of Directors and representatives are as follows: (1) Chen Ming-Shian: Chairman and VP of Greater China Business Dept, ST. Shine Optical Co., Ltd.; Director, Shine Optical Holding Groups Inc.; Director, Shine Optical (Samoa) Holding Groups, Inc.; Director, Shine Optical HK Limited. (2) Liou Jr-Hung: Executive Director, Thinflex Corporation; Chairman, Song Yang Electronic Materials(Kunshan) Limited Company; Independent Director, Fitness Factory Co., Ltd.; Supervisor, Chinese Television System Co., Ltd.; Chairman, Chien Hsing Information Co., Ltd.; Chairman, Chien Lian Investment Co., Ltd.; Director, Shun Lai Business Consultancy Co., Ltd.; Director, Chang Chun Biomedical Co., Ltd.; Director, Huang Hui Biotech Co., Ltd. (3) Jung Jiun-Rung: Chairman and General Manager, San Far Property Limited; Director, Pleasant Hotels International Inc; Chairman, Jingo International Records Co., Ltd.; Chairman, Cheng Hsin Investment Co., Ltd.; Chairman, Chang Yi Investment Co., Ltd.; Director, Chi Yi Investment Co., Ltd.
- IV. Pursuant to Article 165 of the Company Act, the Company has closed the share transfer registration from April 15, 2017 to June 13, 2017.
- V. The Company shall have 7 Board of Director members (including 3 independent directors) by adopting a candidate nomination system. The list of director candidates includes Chen, Jian-Zao, corporate shareholder's representative of Dou Chin Investment Co., Ltd, Chen Fan Mei-Jin, corporate shareholder's representative of Poya Investment Co., Ltd, Chen, Zong-Cheng, and Chen, Ming-Shian. The list of independent director candidates includes Lin Tsai-Yuan, Liou Jr-Hung, and Jung Jiun-Rung. For related information of directors' education and experiences, please connect to MOPS (<http://mops.twse.com.tw/>) and follow the paths: "Material information and announcement→Search Announcements→Announcements Classification", and select " Related announcements about director candidates adopted by a candidate nomination system (Listed, OTC and Emerging stock companies)
- VI. Except an announcement on MOPS, a letter with the attachments of Meeting Notice for 2017 Annual Shareholders' Meeting and proxy form will be posted to each shareholder. Any shareholder who tends to attend the Meeting in person shall sign or seal the "personal attendance card" and register at the date of the Meeting (no need to return the letter). If a proxy authorized to attend the Meeting,

the shareholder shall fill in the proxy form and the attendance card, and mail back the folding letter which shall reach Shares Registration Service Dept, Hua Nan Securities Co., Ltd. at least five days before the Meeting. After the registration seal is affixed on the attendance card by the Shares Registration Service Dept, the letter will then be returned to the shareholder or his/her proxy for attending the Shareholders' Meeting.

VII. If any shareholder solicits for a proxy, the Company will disclose the summarization of the solicitation prepared by the Company on the website of the Securities and Futures Commission (<http://free.sfi.org.tw>) before May 12, 2017. If any investor tends to make inquiries, please log into the website above and input the key words for the inquiry.

VIII. Shareholders may exercise their voting rights through electronic form. Please log into the STOCKVOTE platform (<https://www.stockvote.com.tw>) of Taiwan Securities Central Depository Co., Ltd. and make the operation according to relative instruction during the period from May 13, 2017 to June 10, 2017.

IX. The Shares Registration Service Dept, Hua Nan Securities Co., Ltd. is the institution responsible for the statistics and verification of the proxy form.

X. The shareholders attending to the Shareholder' Meeting shall bring identification documents for verification.

XI. Please consider and act accordingly.

Board of Directors

POYA International Co., Ltd.