

POYA International Co., Ltd.

Meeting Notice for 2015 Annual Shareholders' Meeting (Summary Translation)

I. The 2015 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 10, 2015 (Wednesday) (Registration will be accepted at 8:30 a.m.). The agenda for the Meeting is as follows:

1. Reports:

- (1) 2014 Business Report.
- (2) 2014 Audit Committee's Review Report.
- (3) Amendment to part of provision of Corporate Social Responsibility Best Practice Principles.
- (4) Amendment to part of provision of Ethical Corporate Management Best Practice Principles.
- (5) Amendment to part of provision of Procedures for Ethical Management and Guidelines for Conduct.
- (6) Amendment to part of provision of Codes of Ethical Conduct.

2. Acknowledgements:

- (1) Adoption of the 2014 Business Report and 2014 Financial Statements.
- (2) Adoption of the proposal for distribution of 2014 profits.

3. Discussion:

- (1) Proposals for a new share issue through capitalization of earnings and employee bonus.
- (2) Amendment to part of provision of Articles of Incorporation.
- (3) Amendment to part of provision of Rules of Procedure for Shareholders Meetings.

4. Motions:

II. The 2014 Earning Distribution and New Share Issuing through Capitalization have been approved by the Board of Directors and are proposed as:

1. Cash dividends of NT\$696,436,622, approximately NT\$7.4 per share.

2. Stock dividends of NT\$9,411,300, approximately NT\$0.1 per share.
 3. Employee Stock bonus of NT\$81,000,000. The number of issuing shares shall be calculated based on the closing price at the date of one day previous to the Shareholders' Meeting and the consideration of effects caused by excluding rights and dividends. The stock bonus less than one share shall be distributed in cash. 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 Issuing 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 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 165 of the Company Act, the Company has closed the share transfer registration from April 12, 2015 to June 10, 2015.
- IV. Except an announcement on MOPS, a letter with the attachments of Meeting Notice for 2015 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.
- V. 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.sfib.org.tw>) on May 8, 2015. If any investor tends to make inquiries, please log into the website above and input the key words for the inquiry.
- VI. Shareholders may exercise their voting rights through electronic from. 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 11, 2015 to Jun 7, 2015.

- VII. The Shares Registration Service Dept, Hua Nan Securities Co., is the institution responsible for the statistics and verification of the proxy form.
- VIII. The shareholders attending to the Shareholder' Meeting shall bring identification documents for verification.
- IX. Please consider and act accordingly.

Board of Directors

POYA International Co., Ltd.