

POYA International Co., Ltd.

Meeting Notice for 2016 Annual Shareholders' Meeting (Summary Translation)

I. The 2016 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 May 31, 2016 (Tuesday) (Registration will be accepted at 8:30 a.m.). The agenda for the Meeting is as follows:

1. Discussion (A):

(1) Amendments to part of Provisions of "Articles of Incorporation".

2. Reports:

(1) 2015 Business Report.

(2) 2015 Audit Committee's Review Report.

(3) 2015 Distribution of Employees' and Directors' Remuneration.

3. Acknowledgements:

(1) Adoption of the 2015 Business Report and Financial Statements.

(2) Adoption of the Proposal for Distribution of 2015 Profits.

4. Discussion (B):

(1) Proposals for a New Share Issue through Capitalization of Earnings.

(2) Abolishment of "Rules for Director Elections" and Enactment of "Procedures for Election of Directors".

5. Motions

II. The 2015 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\$838,441,014, approximately NT\$8.8 per share.

2. The Company proposes to issue 952,773 new shares (common stocks) with par value NT\$ 10 per share, through capitalization of stock dividends of NT\$ 9,527,730. 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 165 of the Company Act, the Company has closed the share transfer registration from April 2, 2016 to May 31, 2016.
- IV. Except an announcement on MOPS, a letter with the attachments of Meeting Notice for 2016 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.sfi.org.tw>) on April 29, 2016. 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 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 April 30, 2016 to May 28, 2016.
- VII. The Shares Registration Service Dept, Hua Nan Securities Co., Ltd. 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.