

POYA International Co., Ltd.

2016 Annual General Shareholders' Meeting

Meeting Agenda

(Translation)

May 31, 2016

Place: 6F, Meeting Room, No. 74, Sec. 3, Minzu Rd.

West Central Dist. Tainan City

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POYA International Co., Ltd.

Procedure for the 2016 Annual Meeting of Shareholders

- 1、Call the Meeting to Order
- 2、Chairman's Remarks
- 3、Discussion (A)
- 4、Reports
- 5、Acknowledgements
- 6、Discussion (B)
- 7、Motions
- 8、Adjournment

POYA International Co., Ltd.
Agenda of 2016 Annual Meeting of Shareholders

Time: 9 a.m., May 31, 2016 (Tuesday)

Place: No.74, Sec.3, Minzu Rd., Tainan City (6-Floor Meeting Room)

1、Call the Meeting to Order

2、Chairman's Remarks

3、Discussion (A)

(1) Amendments to part of provisions of "Articles of Incorporation"

4、Reports

(1) 2015 Business Report

(2) 2015 Audit Committee's Review Report

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

5、Acknowledgements

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

(2) Adoption of the proposal for distribution of 2015 profits

6、Discussion (B)

(1) Proposal for a new share issue through capitalization of earnings

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

7、Motions

8、Adjournment

Discussion (A)

Proposal 1: Amendments to part of provisions of “Articles of Incorporation” (Proposed by the Board)

Explanation:

1. Complied with the rule revision, the Company hereby revises part of the provisions of Articles of Incorporation. The comparison table for the amendments to Articles of Incorporation before and after revision and the Articles before revision are attached as pp. [8-16], Appendix I.
2. Please discuss the amendments to part of provisions of Articles of Incorporation

Resolution:

Reports

Report 1: 2015 Business Report

Explanation : The 2015 Business Report is attached as pp. [17-19], Appendix II

Report 2: 2015 Audit Committee's Review Report

Explanation : The 2015 Audit Committee's Review Report is attached as pp. [20-20], Appendix III

Report 3: 2015 Distribution of Employees' and Directors' Remuneration

Explanation :

1. The 2015 distribution of employees' and directors' remuneration shall be managed in accordance with Ministry of Economic Affairs 11th June 2015 Shang Tsu No. 10402413890, 15th October 2015 Shang Tsu No. 10402427800 and Financial Supervisory Commission 30th January 2016 Chin Kuan Cheng Shen Tsu No. 1050001900.
2. The 2015 distribution of employees' and directors' remuneration shall be managed in accordance with the Article 21 of Articles of Incorporation which has been revised after the resolution of 2016 Regular Shareholders' Meeting: "The employees' remuneration shall not less than 5% and the directors' remuneration shall not exceed 6% of the profits in the current year after offsetting the accumulated losses. (The profits in the current year are the profits before income tax excluding the calculation of the employees' and directors' remuneration.)" The monetary amount of employees' remuneration is NT\$ 82,000,000 accounting for 6.6% and the monetary amount of directors' remuneration is NT\$ 4,800,000 accounting for 0.4%.
3. Except directors' remuneration distributed in cash, the employees' remuneration amounted to NT\$ 82,000,000 shall be distributed in new shares. The number of issuing shares to be 245,877 shares shall be calculated based on the closing price NT\$ 333.5 at the date of one day previous to the Board of Directors' Meeting on 22nd Feb 2016 for resolution of new share issue. The employees' remuneration NT\$ 21 is less than one share, and it shall be distributed in cash.
4. The employees' and directors' remuneration mentioned above shall be treated as expenses complied with the revised laws and regulations in 2015. There is no difference between the amount of recognized expenses and the amount of employees' and directors' remuneration passed by the Board of Directors.
5. Rights and obligations of the newly issued shares are as same as the existing common shares. All the new shares are issued in non-physical form.
6. The distribution of employees' remuneration has been passed by the 6th-term Board of Directors in the 20th Board meeting and the distribution of directors' remuneration has been passed by the 2nd-term Remuneration Committee in the 7th Remuneration Committee meeting.

Acknowledgements

Proposal 1: Adoption of the 2015 Business Report and Financial Statements (Proposed by the Board)

Explanation:

1. The Company's 2015 Financial Statements were audited by PricewaterhouseCoopers Taiwan. Also Business Report and Financial Statements have been approved by the Audit Committee, with the review report included in the meeting minute.
2. Business report is attached as pp. [17-19], Appendix II. The auditing report of the certified accountants and the financial statements mentioned above are attached as pp. [21-26], Appendix IV.
3. Please acknowledge the 2015 Business Report and Financial Statements.

Resolution:

Proposal 2: Adoption of the proposal for distribution of 2015 profits (Proposed by the Board)

Explanation:

1. The Distribution Table of 2015 Profits (Attached as pp. [27-28], Appendix V) has been submitted to the Company's Audit Committee for approval and been adopted by the 6th-term Board of Directors in the 20th Board meeting.
2. The Board of Directors shall be fully authorized by the Regular Shareholders' Meeting to handle the matters related to that the shares or profits to be distributed to each share based on the number of actual outstanding shares change because of the change of capital.
3. Upon the proposal of share dividends and cash dividends being approved by the Regular Shareholders' Meeting, the Board of Directors shall be authorized to resolve the date of share distribution by capitalization, the ex-dividend date, and other relevant issues.
4. Please acknowledge the proposal for distribution of 2015 profits.

Resolution:

Discussion (B)

Proposal 1: Proposal for a new share issue through capitalization of earnings (Proposed by the Board)

Explanation:

1. Considering the future needs of business developments, 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 which were allocated from the 2015 distributable earnings.
2. According to the holding shares recorded in the register of shareholders at the date of share distribution through capitalization, each existing shareholder with common stocks will be entitled to receive a stock dividend of 10 shares for each 1,000 shares. For the fractional shares less than one share, the shareholders shall pool into one share and register at the Shares Registration Agent of the Company within five days after the book closure date of share distribution through capitalization. Overdue fractional shares or those fractional shares still less than one share after pooling shall be distributed in cash in a dollar amount (round down to a dollar amount) according to Article 240 of the Company Act. Such fractional shares shall be purchased at par value by specific persons arranged by the Chairman authorized by the Board of Directors.
3. The rights and obligations of the newly issuing shares are as same as the existing common shares. Also, the issue in non-physical form is adopted.
4. The Board of Directors shall be fully authorized by the Shareholders' Meeting to handle the matters related to that the shares to be distributed to each share based on the number of actual outstanding shares change because of the change of capital.
5. Upon the resolution of new share issue through capitalization being passed by the Regular Shareholders' Meeting and being submitted to the authorities for approval, the date of share distribution through capitalization shall be set up by the Board of Directors. If there is any change made by the authorities or for the reaction to the objective environments, the Board of Directors shall handle the matters under full authorities given by the Shareholders' Meeting.
6. Please discuss the proposal for a new share issue through capitalization of earnings.

Resolution:

Proposal 2: Abolishment of “Rules for Director Elections” and enactment of “Procedures for Election of Directors” (Proposed by the Board)

Explanation: Complied with Article 21 of “Corporate Governance Best Practice Principles”, the Company reenacts the “Procedures for Election of Directors” in accordance with the “Sample Template for xxx Co., Ltd. Procedures for Election of Directors and Supervisors” issued by Taiwan Stock Exchange. The original “Rules for Director Elections” is abolished. The Procedures for Election of Directors and the Rules for Director Elections are attached as pp. [29-33], Appendix VI.

Resolution:

Motions

Adjournment

POYA International Co., Ltd.

Comparison Table for the Amendments to “Articles of Incorporation” before and after Revision

Article	After the Revision	Before the Revision	Reason for Amendments
Article 21	<p>The Company is in a changeable industry, with a stage of steady growth of the Company’s lifecycle. The retained earnings of the Company, after the confirmation of the financial statements each year, shall give priority to be paid to the income tax, offsetting losses for previous years, first setting aside 10% as legal reserve and then setting aside more amount as special reserve based on the laws. The remainder shall be the distributable earnings in this term, which subsuming the accumulated retained earnings of the previous year shall be the accumulated distributable earnings.</p> <p>The Company’s dividend policy shall be determined based on the industry the Company stay and after the Board of Directors takes account of the future business development, the reinvestment environment, and the shareholders’ interests. The distribution of shareholders’ dividends and bonuses shall be made after the distribution of the Company’s earnings raised by the Board of Directors has been submitted to the Shareholders Meeting for approval</p> <p>Every year, 50%-100% of the accumulated distributable earnings shall be allocated as shareholders’ dividends and bonuses. The shareholders’ dividends and bonuses</p>	<p>The Company is in a changeable industry, with a stage of steady growth of the Company’s lifecycle. The retained earnings of the Company, after the confirmation of the financial statements each year, shall give priority to be paid to the income tax, offsetting losses for previous years, first setting aside 10% as legal reserve and setting aside more amount as special reserve based on the laws. The remainder shall be the distributable earnings in this term, which subsuming the accumulated retained earnings of the previous year shall be the accumulated distributable earnings.</p> <p>The earnings of the Company shall be allocated after the Board of Directors takes account of the capital demands for future business or reinvestment according to the industry the Company stay. The distribution of the Company’s earnings shall be made by raising the following proposals, which shall be resolved by the shareholders’ meeting.</p> <p>(1) Remuneration of the Directors: shall not be higher than 6% of the distributable earnings in this term; (2) Bonus for the employees: shall not be less than 0.1% of the distributable earnings in this term; (3) Dividend and bonus for the Shareholders: 50%-100% of the</p>	<p>1. Complied with Article 235-1 of the Company Act, the related rules and regulation of employees’ and directors’ remuneration shall be separate from the original Article. Article 21, paragraph 2, subparagraph 1 and subparagraph 2 shall be deleted. Article 21-1 shall be enacted.</p> <p>2. Complied with the revision, the Company hereby revises part of word statements.</p>

Article	After the Revision	Before the Revision	Reason for Amendments
	shall be distributed in cash or stock, cash dividends of which shall not be less than 1% of total dividends. If cash dividend is lower than NT\$ 0.5 per share, stock dividend shall be substituted for cash dividend. ...(Omission)	accumulated distributable earnings, cash dividends of which shall not be less than 1% of total dividends. If cash dividend is lower than NT\$ 0.5 per share, stock dividend shall be substituted for cash dividend. ...(Omission)	
<u>Article 21-1</u>	The employees' remuneration shall not less than 5% and the directors' remuneration shall not exceed 6% of the profits in the current year after offsetting the accumulated losses. (The profits in the current year are the profits before income tax excluding the calculation of the employees' and directors' remuneration.) The employees' remuneration shall be distributed in stock or cash, and shall also be distributed to those employees of affiliated companies who meet specific conditions.		Complied with Article 235-1 of the Company Act, the related rules and regulation of employees' and directors' remuneration shall be separate from the original Article. Article 21, paragraph 2, subparagraph 1 and subparagraph 2 shall be deleted. Article 21-1 shall be enacted.
Article 23	Add the statement of "The 22 th amendment was made on May 31, 2016" based on the original Article.	...(Omission)	Add the number and date of the amendment.

POYA International Co., Ltd.

Articles of Incorporation

Chapter 1 General Provisions

Article 1 The Company shall be incorporated as a company limited by shares according to the Company Act of the Republic of China and shall have the name of “POYA International Co., Ltd.”

Article 2 Business of the Company shall be listed as follows:

1. F106020 Wholesale of Articles for Daily Use
2. F206020 Retail Sale of Articles for Daily Use
3. F210010 Retail Sale of Watches and Clocks
4. F115010 Wholesale of Jewelry and Precious Metals
5. F215010 Retail Sale of Jewelry and Precious Metals
6. F401010 International Trade
7. F210020 Retail Sale of Spectacles
8. JZ99080 Beauty Shops
9. F208050 Retail Sale of the Second Type Patent Medicine
10. F102170 Wholesale of Food and Grocery
11. F203010 Retail Sale of Food and Grocery
12. F102040 Wholesale of Nonalcoholic Beverages
13. F107030 Wholesale of Cleaning Preparations
14. F207030 Retail Sale of Cleaning Preparations
15. F106050 Wholesale of Pottery, Porcelain and Glassware
16. F113020 Wholesale of Household Appliance
17. F213010 Retail Sale of Household Appliance
18. F107080 Wholesale of Environment Medicine
19. F207080 Retail Sale of Environment Medicine
20. F108031 Wholesale of Drugs, Medical Goods
21. F208031 Retail Sale of Medical Equipments
22. F102030 Wholesale of Tobacco Products and Alcoholic Beverages
23. F203020 Retail Sale of Tobacco and Alcoholic Drinks
24. F206010 Retail Sale of Ironware
25. F218010 Retail Sale of Computer Software
26. F208021 Retail Sale of Drugs and Medicines
27. F213060 Retail Sale of Telecom Instruments

- 28. F301020 Supermarkets
- 29. JZ99110 Body Shaping Services
- 30. F102020 Wholesale of Edible Oil
- 31. F104110 Wholesale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products
- 32. F204110 Retail sale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products
- 33. F205040 Retail sale of Furniture, Bedclothes, Kitchen Equipment and Fixtures
- 34. F105050 Wholesale of Furniture, Bedclothes Kitchen Equipment and Fixtures
- 35. F109070 Wholesale of Stationery Articles, Musical Instruments and Educational Entertainment Articles
- 36. F209060 Retail sale of Stationery Articles, Musical Instruments and Educational Entertainment Articles
- 37. F113050 Wholesale of Computing and Business Machinery Equipment
- 38. F213030 Retail sale of Computing and Business Machinery Equipment
- 39. F208040 Retail Sale of Cosmetics
- 40. F399040 Retail Business Without Shop
- 41. F399990 Retail sale of Others
- 42. G202010 Parking Garage Business
- 43. G801010 Warehousing and Storage
- 44. IZ06010 Cargoes Packaging
- 45. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3 The Company may provide endorsement and guarantee, acting as a guarantor for the corporation with the same business.

Article 4 The head office of the Company is in Tainan City. Subject to the approval of the Board of Directors, the Company may, if necessary, set up branch offices in and out of the country.

Article 5 The methods for public announcements of the Company shall be made in accordance with Article 28 of the Company Act.

Chapter 2 Shares

Article 6 The total capital stock of the Company shall be in the amount of 1,200,000,000 New Taiwan Dollars, divided into 120,000,000 shares, at a par value of Ten New Taiwan Dollars (NT\$10) per share, and may be paid-up in installments. The un-issued shares may be issued by a resolution of the Board of Directors if the Board deems necessary. The Company may issue employee stock options at a price below the market price.

The 2,000,000 shares among the total capital stock mentioned above shall be reserved for issuing employee stock options.

Article 7 The total amount of the Company's reinvestment shall not be restricted by Article 13 of the Company Act, which limits the reinvestment amount to less than 40% of the company's paid-up capital.

Article 8 The Company's stocks shall be registered, being issued after signed or sealed by at least three directors and authenticated by laws. The certificates of the Company's shares do not be required printing out; however, the shares shall be registered to Central Security Depository Institution.

Article 9 Registration for transferring the shares shall be suspended in sixty days before the date of regular shareholders' meeting, in thirty days before the date of any special shareholders' meeting, or within five days before the basic date which dividend, bonus, or any other benefit is scheduled to be paid by the Company.

Chapter 3 Annual Shareholders' Meeting

Article 10 There are two types of the shareholders' meetings: one is the general shareholders' meetings, which shall be convened once annually and at the time within six months after the end of each accounting fiscal year; the other is extraordinary shareholders' meetings, which shall be convened based on the relative laws whenever necessary.

Article 11 If a shareholder is unable to attend the shareholders' meeting for any reason, he/she may appoint an attorney with the proxy statement issued by the Company, specifying the scope of authorization. Except those regulated by Article 177 of the Company Act, the proxies shall be handled by "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".

When the Company holds a shareholders' meeting, the shareholders are allowed to exercise voting rights by correspondence or electronic means, both of which shall be handled according to the Company Act and the regulations of the competent authorities.

Article 12 Except those shareholders who is restricted or do not have voting right pursuant to the second section of Article 179 of the Company Act, a shareholder of the Company shall be entitled to one voting right for each share.

Article 13 Resolutions adopted at a shareholders' meeting shall be recorded in the meeting minutes, which shall bear the signature or seal of the chairman of the shareholders' meeting. A copy of the meeting minutes shall be distributed to each shareholder of the Company within 20 days after the shareholders' meeting. The distribution of the minutes mentioned in the preceding paragraph may also be made by the public announcement.

Article 13-1 If the Company would like to stop the Public Offering, it shall be resolved not only by the Board of Directors but also by the shareholders' meeting. The resolution shall be adopted by the half or more of the votes of the present shareholders, who hold two-third or more of the total shares to participate in the shareholders' meeting which is mentioned in the preceding paragraph. The resolution shall be adopted by two-third or more of the votes of the present shareholders, if their holdings are below the standard prescribed above but still account for half or more of the total shares.

Chapter 4 Directors and Audit Committee

Article 14 There shall be seven directors of the Company, who are elected from the candidates with legal capacity by the shareholders' meeting. Complied with the provision of the Company Act, the way for electing directors shall adopt Candidates Nomination System and the directors of the Company shall be elected from the candidates by the shareholders' meeting. The term of office shall be three years, and the directors may be re-elected to further terms.

Among the directors mentioned in the preceding paragraph, there shall not be less than three independent directors and the percentage of the independent directors to the total directors shall not be less than one-fifth. The matters of independent directors relating to professional qualification, shareholding, moonlighting restriction, the ways of nomination and election, and other compliance requirements shall follow the regulations of the competent securities authority. The election for independent directors and the directors shall be held together; however, the quota of the election shall be counted separately.

Article 14-1 The Company shall be responsible for indemnification and purchase liability insurance for the directors and vital officers based on their business scope during their tenure. The matters concerning insurance policies and the determination of vital officers shall be defined by the Board of Directors.

Article 14-2 The Company may establish the Audit Committee according to Article 14-4 of Securities and Exchange Act. The functions assumed by supervisors under the Company Act, Securities and Exchange Act and other relevant provisions shall be executed by the Audit Committee.

The Audit Committee shall entirely be composed of the independent directors, one of whom shall be the convener and at least one of whom shall have accounting or financial expertise.

The matters of the Audit Committee concerning qualification, number of the members, term of office, powers of the positions, rules of meeting procedure and other regulations shall be prescribed by the relevant laws and regulations. Board of Directors of the Company may establish other functional committees, with the

organizational charter defined by the Board of Directors.

Article 15 The Board of Directors shall be composed of the directors. The Chairman and Vice Chairman of the Board of Directors shall be elected from the director members by the half or more of the present directors, who account for two-third or more of all the directors. The Board of Director shall execute every matter of the Company according to the laws, charters and the resolution of shareholders' meeting and Board of Directors. When the Chairman of the Board is on leave or unable to exercise the powers for any reason, the proxy shall be appointed according to Article 208 of the Company Act. When calling a meeting of the Board, a notice setting forth the subjects to be discussed at the meeting shall be given to each director at least 7 days in advance. Under emergencies, however, the meeting may be called on shorter notice. The notice in the preceding paragraph shall be given in written forms, by Email or facsimile.

Article 16 If a director is unable to personally attend a meeting for any reason, the director shall appoint another director as proxy to attend the meeting, with a written proxy statement declaring the scope of authorization with respect to the meeting agenda. The attorney shall accept a proxy from one person only. Attendance of the directors via telecommunications is regarded as attendance in person if it is a telecommunication meeting of the Board.

Article 16-1 Except those regulated by the Company Act, the resolutions of the Board of Directors shall be adopted by half or more of the present directors, who account for half or more of all the directors.

A board director having personal interests relating to the matters being discussed at the meeting shall give detailed explanation about the vital content of the relations at the Board meeting. If such relations cause harmful impact on the interests of the Company, the director shall refuse involvement in the matters. Also, the director shall not discuss and vote for the matters, nor shall he/she vote on the behalf of other directors.

Article 17 The Board of Directors is authorized to determine the remuneration of the Chairman and the Directors, taking account of the extent of participating in the Company's operation and the value contributed by the directors. Also, to determine the compensation bases on the general level in the industry.

Chapter 5 Managers

Article 18 The Company may have the managers. The appointment, removal and remuneration of the managers shall be made subject to Article 29 of the Company Act.

Chapter 6 Accounting

- Article 19 At the end of each fiscal year, the Board of Directors of the Company shall prepare the following reports, which shall be submitted to the regular shareholders' meeting for acknowledgement pursuant to the legal procedures.
1. Business Report;
 2. Financial Statements;
 3. Proposal Concerning Appropriation of Net Profits or Covering of Loss.
- Article 20 Deleted.
- Article 21 The Company is in a changeable industry, with a stage of steady growth of the Company's lifecycle. The retained earnings of the Company, after the confirmation of the financial statements each year, shall give priority to be paid to the income tax, offsetting losses for previous years, setting aside 10% as legal reserve and setting aside more amount as special reserve based on the laws. The remainder shall be the distributable earnings in this term, which subsuming the accumulated retained earnings of the previous year shall be the accumulated distributable earnings. The earnings of the Company shall be allocated after the Board of Directors takes account of the capital demands for future business or reinvestment according to the industry the Company stay. The distribution of the Company's earnings shall be made by raising the following proposals, which shall be resolved by the shareholders' meeting.
- (1) Remuneration of the Directors: shall not be higher than 6% of the distributable earnings in this term;
 - (2) Bonus for the employees: shall not be less than 0.1% of the distributable earnings in this term;
 - (3) Dividend and bonus for the Shareholders: 50%-100% of the accumulated distributable earnings, cash dividends of which shall not be less than 1% of total dividends. If cash dividend is lower than NT\$ 0.5 per share, stock dividend shall be substituted for cash dividend.
- New shares or cash shall be issued from the legal reserve with the limitation that the monetary amount of new shares or cash shall not exceed 25% of the part which legal reserve is in excess of the paid-in capital.

Chapter 7 Supplementary Provisions

- Article 22 If any matters not provided herein shall be subject to the Company Act and the relevant laws.
- Article 23 These Articles of Incorporation were made on March 5, 1997.
The 1st amendment was made on March 31, 1997.

The 2nd amendment was made on October 23 1998.
The 3rd amendment was made on May 10, 1999.
The 4th amendment was made on June 28, 1999.
The 5th amendment was made on October 25, 1999.
The 6th amendment was made on February 10, 2000.
The 7th amendment was made on June 26, 2000.
The 8th amendment was made on June 21, 2001.
The 9th amendment was made on April 22, 2002
The 10th amendment was made on April 21, 2003.
The 11th amendment was made on May 18, 2004.
The 12th amendment was made on May 17, 2005.
The 13th amendment was made on May 24, 2006.
The 14th amendment was made on May 22, 2007.
The 15th amendment was made on May 20, 2008.
The 16th amendment was made on June 3, 2009.
The 17th amendment was made on June 15, 2010.
The 18th amendment was made on June 6, 2012.
The 19th amendment was made on June 11, 2013.
The 20th amendment was made on June 10, 2014.
The 21th amendment was made on June 10, 2015

POYA International Co., Ltd.

Chairman : Chen Jian-Zao

Poya International Co., Ltd.
2015 Business Report

1. 2015 Business Results

(1) The implementation of the business plan

Unit : NT\$ 1,000

Title/amount	FY2015	FY2014	Change in amount	Change in proportion (%)
Operating revenue	10,687,825	9,167,590	1,520,235	16.58%
Operating cost	(6,310,255)	(5,456,820)	853,435	15.64%
Net operating margin	4,377,570	3,710,770	666,800	17.97%
Operating expenses	(3,248,955)	(2,815,877)	433,078	15.38%
Operating profit	1,128,615	894,893	233,722	26.12%
Non-operating income and expenses	20,300	42,139	(21,839)	(51.83%)
Profit before income tax	1,148,915	937,032	211,883	22.61%
Profit for the year	952,145	772,462	179,683	23.26%
Basic earnings per share (in dollars)	10.00	8.14	1.86	22.85%

A. The growth of operating revenue and national store number remain stable. The growth rate of store number in 2015 is 20.18%.

Unit : Stores/NT\$ 10,000

Title/year	FY2012	FY2013	FY2014	FY2015
Operating revenue	627,282	724,946	916,759	1,068,783
Total store number (Note)	74	87	109	131

Note: The store number in 2014, which was 109, was used as the basis for the calculation of the growth rate of new stores.

(2) Financial structure and profitability analysis

Title		FY2015	FY2014
Financial Structure	Ratio of liabilities to assets (%)	51.73	50.89
	Ratio of long-term capital to property, plant and equipment (%)	167.98	184.71
Profitability	Return on assets (ROA) (%)	18.14	17.52

	Return on equity (ROE) (%)	37.06	34.93
	Profit ratio (%)	8.91	8.43
	Basic EPS (NTD) (Note)	10.00	8.14

Note : EPS is calculated on the basis of the weighted average quantity of outstanding shares for the year.

2. 2016 Business Plan

In 2015, the global economy grew weakly because of several factors such as slow growth rate of global trading and Chinese economy, declining prices of international materials and lower economy growth rate than expected in emerging markets. The decreasing prices of international crude oil also cause effect on growth of global economy and resource allocation. Although the declining oil prices do help to raise the private consumption and corporate investment, it may also lead to negative impact on economy of the countries exporting materials. Besides, the bad exporting performance of Taiwan, which is caused by the development of local supply chain in China, impacts the investors' willingness and the recruitment in domestic. As a result, the private consumption turned conservative, the growth of domestic needs would be lower than expected. The rate of consumption growth is approx. 2.54% in 2015 from the dgbas (Directorate-General of Budget Accounting and Statistics, Executive Yuan) forecast. The economic recovery which is expected in 2016 will be beneficial to shift the resource into the investments and exports. When the time comes, the investment and exports will grow leading to higher private consumption.

Facing changeable environment, climate change and population structure shift, Poya shall keep making differentiation by market positioning, upgrading its services and introducing high quality products to pursue better operating performance. With the support of all personnel and the management, there are 131 stores national wide by the end of 2015. The operating revenue and profit for the year after tax in 2015 are NT\$10.7 billion and NT\$0.95 billion respectively, both of which reached the record highs.

In term of the business operation, Poya will introduce 5th generation stores to upgrade the image of market position and to activate the selling place with the spirits of “Beauty, Trendy, Color.” In addition to creating brand value, Poya will also focus on product quality. With the core value of offering high CP ratio products (Cost-Performance Ratio), Poya can raise the satisfaction level of the customers. As there is the trend of consuming fair-priced and fashion products, Poya will irregularly offer promotion and hold activities to reward our customers. We hope to intensify the positive feeling in fair-price for our customers, and provide great fun when they make the purchase. Moreover, Poya will keep providing better services, tracing the consuming behaviors of the members periodically, and maintaining the permanent value of the customers.

3. Business Policy

(1) Introduce 5th generation store to make differentiated market position

Hold the core spirits of “Beauty, Trendy, Color” , Poya will introduce 5th generation stores. Poya will not only focus on the brand image intensification, store beautification and medium visibility, but also put emphasis on optimization of the product display and exhibition of hotspots in the selling space in order to create a store with human warmth. By creating innovated business operation and offering more comfortable, brighter shopping space, Poya can deepen the market position and image; also, lead to a new century.

(2) Intensify the competitive ability of stores by differentiated marketing

Poya can cultivate specific selling points to increase the traffic, sales and net profits by means of effective market researches which help to understand the customers’ demands and market position, outstanding advantages which help to create brand value, and differentiated marketing activities of each store which help to intensify the competitive ability of stores in each market region.

(3) Enhance the competitive ability of product management

Poya devotes itself to greater product competitiveness, more effective inventory control, deeper product categories and higher completeness of product mix in order to satisfy the customers’ needs at different levels, to increase the selling opportunity of products in different area, and to remain the leading position in each product category.

Poya aims at the objective of becoming as “A more preferred Poya by the customers” , and hopes to provide better products and services so that customers will give priority to Poya whenever making a purchase. In addition, Poya will implement the sustainable spirit on environment, society and corporate governance for perpetual growth and corporate sustainability. On behalf of the management, we are appreciated to the supports of all shareholders, customers and suppliers, and the dedication of all personnel. We will spare no efforts in raising corporate value for our shareholders. Wish everyone health and luck!

Poya International Co., Ltd.

Chen Jian-Zao, Chairman

Chen Zong-Cheng, General Manager

Shen Hong-Yu, Financial and Accounting Manager

Audit Committee's Review Report

The Board of Directors have prepared and submitted the business report, financial statements and profit distribution proposal for the year 2015, among which the financial statements have been audited and reviewed by Lee Ming Hsien and Liu Tzu-Meng, who are both certified accounts from the accounting firm of PwC Taiwan, and they have issued an audit report. The business report, financial statements and profit distribution proposal mentioned above have been reviewed by the Audit Committee of the Company and the Audit Committee are of the opinion that they are in order, and hereby issue this report in accordance to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

2016 Regular Shareholders' Meeting

POYA International Co., Ltd.

Convener of Audit Committee: Tsai-Yuan Lin

February 22, 2016

REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

(2016) Tsai Shen Pao Tsu No. 15002646

To the Board of Directors and Stockholders of POYA International Co., Ltd.

We have audited the accompanying balance sheets of POYA International Co., Ltd. as of December 31, 2015, December 31, 2014, and the related statements of comprehensive income, of changes in equity and of cash flows for the years ended December 31, 2015 and 2014. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants" and generally accepted auditing standards in the Republic of China. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of POYA International Co., Ltd. as of December 31, 2015, December 31, 2014, and its financial performance and cash flows for the years ended December 31, 2015 and 2014 in conformity with the "Rules Governing the Preparations of Financial Statements by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by Financial Supervisory Commission.

PricewaterhouseCoopers, Taiwan

Independent Accountants

Lee Ming-Hsien

Liu Tzu-Meng

February 22, 2016

POYA INTERNATIONAL CO.,LTD
BALANCE SHEETS

(Expressed in thousands of New Taiwan dollars)

			December 31, 2015		December 31, 2014			
Assets			Notes	AMOUNT	%	AMOUNT	%	
Current assets								
1100	Cash and cash equivalents	6(1) and 8	\$	763,608	14	\$	771,751	16
1150	Notes receivable, net			7,239	-		8,338	-
1170	Accounts receivable, net	6(2)		566,726	10		433,248	9
1200	Other receivables	6(21)		2,356	-		154,382	3
130X	Inventories	5(2) and 6(3)		2,067,638	36		1,765,613	36
1410	Prepayments	6(4)		107,441	2		62,223	1
1476	Other current financial assets	8		6,050	-		-	-
11XX	Total Current Assets			3,521,058	62		3,195,555	65
Non-current assets								
1600	Property, plant and equipment	6(5)(21)		1,830,435	32		1,407,485	29
1840	Deferred income tax assets	6(18)		18,180	-		15,779	1
1920	Refundable deposits	6(20)		206,292	4		157,552	3
1980	Other non-current financial assets	8		2,550	-		-	-
1985	Long-term prepaid rents			80,806	2		103,655	2
1990	Other non-current assets			10,406	-		10,961	-
15XX	Total Non-current Assets			2,148,669	38		1,695,432	35
1XXX	Total Assets		\$	5,669,727	100	\$	4,890,987	100

(Continued)

POYA INTERNATIONAL CO.,LTD
BALANCE SHEETS
(Expressed in thousands of New Taiwan dollars)

		December 31, 2015		December 31, 2014		
Liabilities and Equity		Notes	AMOUNT	%	AMOUNT	%
Current liabilities						
2150	Notes payable		\$ 562,291	10	\$ 444,820	9
2170	Accounts payable		1,010,818	18	927,106	19
2200	Other payables	6(6)(21)	538,814	10	506,503	10
2230	Current income tax liabilities	6(18)	113,836	2	110,557	2
2310	Receipts in advance		12,790	-	12,640	-
2320	Long-term liabilities, current portion	6(7)	329,493	6	263,780	6
2399	Other current liabilities		16,179	-	18,051	1-
21XX	Total Current Liabilities		2,584,221	46	2,283,457	47
Non-current liabilities						
2540	Long-term borrowings	6(7)	338,006	6	197,633	4
2570	Deferred income tax liabilities	6(18)	2,865	-	2,574	-
2640	Net defined benefit liabilities-non-current	5(2) and 6(8)	2,869	-	2,092	-
2645	Guarantee deposits received		5,026	-	3,133	-
25XX	Total Non-current Liabilities		348,766	6	205,432	4
2XXX	Total Liabilities		2,932,987	52	2,488,889	51
Equity						
Share capital						
3110	Common stock	6(9)(11)(17)	952,774	17	941,131	19
3200	Capital surplus	6(9)(10)	473,319	8	394,551	8
	Retained earnings	6(9)(11)(17)(18)				
3310	Legal reserve		357,480	6	284,378	6
3350	Unappropriated retained earnings		953,167	17	782,038	16
3XXX	Total equity		2,736,740	48	2,402,098	49
Significant Contingent Liabilities and Unrecognized Contract Commitments		6(20) and 9				
3X2X	Total liabilities and equity		\$ 5,669,727	100	\$ 4,890,987	100

The accompanying notes are an integral part of these financial statements.

Chairman : Chen Jian-Zao

General Manager : Chen Zong-Cheng

Financial and Accounting Manager : Shen Hong-Yu

POYA INTERNATIONAL CO.,LTD
STATEMENTS OF COMPREHENSIVE INCOME

(Expressed in thousands of New Taiwan dollars, except for basic and diluted earnings per share)

Items	Notes	2015		2014	
		AMOUNT	%	AMOUNT	%
4000 Operating revenue	6(12)	\$ 10,687,825	100	\$ 9,167,590	100
5000 Operating costs	6(3)	(6,310,255)	(59)	(5,456,820)	(59)
5900 Net operating margin		<u>4,377,570</u>	<u>41</u>	<u>3,710,770</u>	<u>41</u>
Operating expenses	6(16)(17)(20) and 7				
6100 Selling expenses		(2,708,757)	(25)	(2,277,795)	(25)
6200 General & administrative expenses		(540,198)	(5)	(538,082)	(6)
6000 Total operating expenses		(3,248,955)	(30)	(2,815,877)	(31)
6900 Operating profit		<u>1,128,615</u>	<u>11</u>	<u>894,893</u>	<u>10</u>
Non-operating income and expenses					
7010 Other income	6(13)	36,379	-	38,985	-
7020 Other gains and losses	6(14)	(9,113)	-	10,549	-
7050 Finance costs	6(5)(15)(21)	(6,966)	-	(7,395)	-
7000 Total non-operating income and expenses		<u>20,300</u>	<u>-</u>	<u>42,139</u>	<u>-</u>
7900 Profit before income tax		<u>1,148,915</u>	<u>11</u>	<u>937,032</u>	<u>10</u>
7950 Income tax expense	6(18)	(196,770)	(2)	(164,570)	(2)
8200 Net income for the year		<u>\$ 952,145</u>	<u>9</u>	<u>\$ 772,462</u>	<u>8</u>
Other comprehensive income (loss) (Net) income (loss) that will not be reclassified to profit or loss					
8311 Remeasurement of defined benefit obligations	6(8)	(\$ 2,490)	-	\$ 3,969	-
8349 Income tax relating to the components of other comprehensive income (loss) that will not be reclassified to profit or loss	6(18)	<u>423</u>	<u>-</u>	<u>(675)</u>	<u>-</u>
8300 Total other comprehensive (loss) income for the year		<u>(\$ 2,067)</u>	<u>-</u>	<u>\$ 3,294</u>	<u>-</u>
8500 Total comprehensive income for the year		<u>\$ 950,078</u>	<u>9</u>	<u>\$ 775,756</u>	<u>8</u>
Basic earnings per share (in dollars)					
9750 Net income	6(19)	<u>\$ 10.00</u>		<u>\$ 8.14</u>	
9850 Diluted earnings per share(in dollars)	6(19)	<u>\$ 9.96</u>		<u>\$ 8.10</u>	

The accompanying notes are an integral part of these financial statements.

Chairman : Chen Jian-Zao

General Manager : Chen Zong-Cheng

Financial and Accounting Manager : Shen Hong-Yu

POYA INTERNATIONAL CO.,LTD
STATEMENTS OF CHANGES IN EQUITY
(Expressed in thousands of New Taiwan dollars)

				Retained Earnings		
	Notes	Share capital - common stock	Capital surplus	Legal reserve	Unappropriated retained earnings	Total equity
<u>For the year ended December 31, 2014</u>						
Balance at January 1, 2014		\$ 929,073	\$ 346,318	\$ 228,493	\$ 517,412	\$ 2,021,296
Distribution of 2013 net income:						
Legal reserve		-	-	55,885	(55,885)	-
Cash dividends	6(11)	-	-	-	(445,954)	(445,954)
Stock dividends	6(9)(11)	9,291	-	-	(9,291)	-
Employees' stock bonuses	6(9)(21)	2,767	48,233	-	-	51,000
Net income for the year ended December 31,2014		-	-	-	772,462	772,462
Other comprehensive income for the year ended December 31,2014		-	-	-	3,294	3,294
Balance at December 31, 2014		<u>\$ 941,131</u>	<u>\$ 394,551</u>	<u>\$ 284,378</u>	<u>\$ 782,038</u>	<u>\$ 2,402,098</u>
<u>For the year ended December 31, 2015</u>						
Balance at January 1, 2015		\$ 941,131	\$ 394,551	\$ 284,378	\$ 782,038	\$ 2,402,098
Distribution of 2014 net income:						
Legal reserve		-	-	73,102	(73,102)	-
Cash dividends	6(11)	-	-	-	(696,436)	(696,436)
Stock dividends	6(9)(11)	9,411	-	-	(9,411)	-
Employees' stock bonuses	6(9)(21)	2,232	78,768	-	-	81,000
Net income for the year ended December 31,2015		-	-	-	952,145	952,145
Other comprehensive income for the year ended December 31,2015		-	-	-	(2,067)	(2,067)
Balance at December 31, 2015		<u>\$ 952,774</u>	<u>\$ 473,319</u>	<u>\$ 357,480</u>	<u>\$ 953,167</u>	<u>\$ 2,736,740</u>

(Note) The employees' bonuses were \$51,000 and \$81,000, and the directors' remuneration were both \$4,800 in 2013 and 2014, respectively which had been deducted from statements of comprehensive income.

The accompanying notes are an integral part of these financial statements.

Chairman : Chen Jian-Zao

General Manager : Chen Zong-Cheng

Financial and Accounting Manager : Shen Hong-Yu

POYA INTERNATIONAL CO.,LTD
STATEMENTS OF CASH FLOWS
(Expressed in thousands of New Taiwan dollars)

	Notes	2015	2014
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Profit before tax for the year		\$ 1,148,915	\$ 937,032
Adjustments to reconcile net income to net cash provided by operating activities			
Income and expenses having no effect on cash flows			
Depreciation	6(5)(16)	349,820	296,514
Loss (Gain) from disposal of property, plant and equipment	6(14)	2,141	(13,375)
Interest income	6(13)	(2,534)	(2,404)
Interest expense	6(15)	6,966	7,395
Changes in assets/liabilities relating to operating activities			
Net changes in assets relating to operating activities			
Notes receivable		1,099	(1,039)
Accounts receivable		(133,478)	(145,085)
Other receivables		9,026	(3,943)
Inventories		(302,025)	(348,134)
Prepayments		(45,218)	(22,923)
Net changes in liabilities relating to operating activities			
Notes payables		117,471	130,847
Accounts payable		83,712	270,163
Other payables		119,316	171,712
Receipts in advance		150	(2,037)
Other current liabilities		(1,872)	7,269
Net defined benefit liabilities-non-current		(1,713)	(1,720)
Cash generated from operations		1,351,776	1,280,272
Interest received		2,534	2,404
Interest paid		(6,966)	(7,395)
Income tax paid		(195,178)	(130,977)
Net cash provided by operating activities		<u>1,152,166</u>	<u>1,144,304</u>
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Increase in other current financial assets		(6,050)	-
Cash paid for acquisition of property, plant and equipment	6(21)	(780,728)	(620,120)
Interest paid for acquisition of property, plant and equipment	6(5)(15)(21)	(598)	(573)
Cash received from disposal of property, plant and equipment	6(21)	143,410	63,095
Increase in refundable deposits		(48,740)	(30,522)
Increase in other non-current financial assets		(2,550)	-
Decrease (increase) in long-term prepaid rents		22,849	(14,561)
Decrease in other non-current assets		555	1,916
Net cash used in investing activities		<u>(671,852)</u>	<u>(600,765)</u>
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Proceeds from long-term borrowings		550,000	320,000
Repayment of long-term borrowings		(343,914)	(346,340)
Increase in guarantee deposits received		1,893	15
Cash dividends paid	6(11)	(696,436)	(445,954)
Net cash used in financing activities		<u>(488,457)</u>	<u>(472,279)</u>
(Decrease) increase in cash and cash equivalents		(8,143)	71,260
Cash and cash equivalents at beginning of year	6(1)	771,751	700,491
Cash and cash equivalents at end of year	6(1)	<u>\$ 763,608</u>	<u>\$ 771,751</u>

The accompanying notes are an integral part of these financial statements.

Chairman : Chen Jian-Zao

General Manager : Chen Zong-Cheng

Financial and Accounting Manager : Shen Hong-Yu

POYA International Co., Ltd.2015 Profits Distribution Table

Unit: New Taiwan Dollars

Items	Amount		Note:
	Sub-total	Grand Total	
Beginning unappropriated retained earnings		3,088,926	The industry that the company is in continues to evolve with many changes; the corporate lifecycle is currently in a phase of steady growth. After the confirmation of the financial statements each year, the Company shall pay the income tax and also offset losses for previous years. If after this, retained earning remains, the Company shall set aside 10% as legal reserve and may set aside or reverse more amount as special reserve based on the law. The remaining profits are distributable earnings for the current period, being added to the accumulated retrained earnings from the previous year to be equal to accumulated distributable earnings.
Less: 2015 adjustment to retained earnings		(2,067,063)	
Adjusted unappropriated retained earnings		1,021,863	
Add: Net earnings after tax for the current year		952,145,615	
Distributable earnings for the current period		953,167,478	
Less: Legal reserve		(95,214,562)	
Accumulated distributable earnings		857,952,916	The Company's dividend policy shall be determined based on the industry the Company stay and after the Board of Directors takes account of the future business development, the reinvestment environment, and the shareholders' interests.
Distribution items:			
Shareholders dividend	(9,527,730)		
—Shares \$ 0.1/share			
Shareholders dividend	(838,441,014)	(847,968,744)	
—Cash \$ 8.8/share			The distribution of shareholders' dividends and bonuses shall be made after the distribution of the Company's earnings raised by the Board of Directors has been submitted to the Shareholders Meeting for approval Every year, 50%-100% of the accumulated distributable earnings shall be allocated as shareholders' dividends and bonuses. The shareholders' dividends and bonuses shall be distributed in cash or stock, cash dividends of which shall not be less
Unappropriated retained earnings		<u>\$ 9,984,172</u>	

			<p>than 1% of total dividends. If cash dividend is lower than NT\$ 0.5 per share, stock dividend shall be substituted for cash dividend</p> <p>New shares or cash shall be issued from the legal reserve with the limitation that the monetary amount of new shares or cash shall not exceed 25% of the part which legal reserve is in excess of the paid-in capital.</p>
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Note 1:

Cash dividends were calculated based on allocated percentage and in a dollar amount (round down to a dollar amount). The total amount of fractional cash dividends less than a dollar shall be sorted by the number after decimal point from big to small and be adjusted by the order of account number with the purpose of compliance with the total distributed amount of cash dividends.

Complied with the implementation of Imputation System, the Company shall pay Additional 10% Surtax on Undistributed Retained Earnings according to Article 66-9 of Income Tax Act. In accordance with Ministry of Finance, 30 April 1998, Tai Tsai Shui No. 871941343, the Company shall first allocate earnings from the current period by using the specific identification method.

Chairman : Chen Jian-Zao

General Manager : Chen Zong-Cheng

Financial and Accounting Manager : Shen Hong-Yu

Poya International Co., Ltd.
Procedures for Election of Directors

Article 1 To ensure a just, fair, and open election of directors, these Procedures are adopted pursuant to Articles 21 of the “Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.”

Article 2 Except those regulated by law and regulation or by the Company’s Articles of Incorporation, elections of directors shall be conducted in accordance with these Procedures.

Article 3 The overall composition of the Board of Directors shall be taken into consideration in the selection of the Company's directors. The composition of the Board of Directors shall be determined by taking diversity into consideration in order to formulate an appropriate policy on diversity based on the Company's business operations, operating dynamics, and development needs. It is advisable that the consideration include, without being limited to, the following two general standards:

1. Basic requirements and values: Gender, age, nationality, and culture.
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, and technology), professional skills, and industry experience.

Each Board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the Board as a whole are as follows:

1. The ability to make judgments about operations.
2. The ability to make Accounting and financial analysis.
3. The ability to conduct business management.
4. The ability to conduct crisis management.
5. Industrial knowledge.
6. An international market perspective.
7. The ability to perform leadership.

8. The ability to make decisions.

The Board of Directors shall consider adjusting its composition based on the results of performance evaluation.

Article 4 The qualifications for the Independent Directors of the Company shall comply with Articles 2, 3, and 4 of the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.”

The election of Independent Directors of the Company shall comply with Articles 5, 6, 7, 8, and 9 of the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies” , and shall be conducted in accordance with Article 24 of the “Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.”

Article 5 Elections of directors shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act. The Company shall review the qualifications, education, working experience, background, and the existence of any other matters set forth in Article 30 of the Company Act with respect to nominee directors and may not arbitrarily add requirements for documentation of other qualifications so that qualified directors will be elected.

When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next Shareholders Meeting. When the number of directors falls short by one third of the total number prescribed in the Company’ s Articles of Incorporation, the Company shall call a special Shareholders Meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

When the number of Independent Directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, or subparagraph 8 of the “Standards for Determining Unsuitability for GTSM Listing under Article 10, Paragraph 1 of the GreTai Securities Market Rules Governing the Review of Securities for Trading on the GTSM” , a by-election shall be held at the next Shareholders Meeting to fill the vacancy. When the

Independent Directors are dismissed en masse, a special Shareholders Meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

Article 6 The cumulative voting method shall be used for election of the directors at the Company. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

Article 7 The Board of Directors shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the Shareholders Meeting. The shareholders voting by electronic means shall not receive the ballots. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

The shareholders voting by electronic means mentioned above shall exercise the voting rights on the electronic voting platform appointed by the Company.

Article 8 The number of directors will be as specified in the Company's Articles of Incorporation, with voting rights separately calculated for Independent and Non-independent Director. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the Chair drawing lots on behalf of any person not in attendance.

The number of votes mentioned in proceeding paragraph shall be calculated according to number of votes being cast by the attending shareholders at the Shareholders Meeting plus number of votes being cast by electronic methods. If a person receiving the highest number of votes for Independent Director based on the voting results do not have accounting or financial ability, the number of votes received by the candidates with accounting or financial ability shall be calculated

separately and the candidates with the highest number of votes shall be elected as the Independent Director. The remaining number of directors shall be elected in accordance with the rules in the proceeding paragraph.

Article 9 Before the election begins, the Chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the Board of Directors and publicly checked by the vote monitoring personnel before voting commences.

Article 10 When voting at the Shareholders Meeting, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot if the candidate is a shareholder; for a non-shareholder candidate, the voter shall enter the candidate's full name and identity card number. However, when the candidate is a governmental organization or juristic-person shareholder, the name of the governmental organization or juristic-person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the governmental organization or juristic-person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.

Article 11 When voting at the Shareholders Meeting, a ballot is invalid under any of the following circumstances:

- 1.The ballot was not prepared by the Board of Directors.
- 2.A blank ballot is placed in the ballot box.
- 3.The writing is unclear and indecipherable or has been altered.
- 4.The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.
- 5.Other words or marks are entered in addition to the candidate's account name (name) or shareholder account number (or identity card number) and the number

of voting rights allotted.

6.The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual.

7.Account names (names) or shareholder account numbers (or identity card numbers) of two or more candidates are entered in the same ballot.

Article 12 The voting rights including votes being cast by the ballots and the electronic methods shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the Chair on the site.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 13 The Board of Directors of the Company shall issue notifications to the persons elected as directors.

Article 14 If any matters not provided herein shall be subject to the Company Act, Article of Incorporation and the relevant laws.

Article 15 These Procedures, and any amendments hereto, shall be implemented after approval by a Shareholders Meeting.

Article 16 These Procedures were enacted on May 31, 2016.

POYA International Co., Ltd.
Rules for Director Election (Abolished)

- Article 1 The directors of the Company shall be elected in accordance with the Rules specified herein.
- Article 2 The election of directors and independent directors shall be voted together by the shareholders, the ballots shall be counted separately and elected separately.
- Article 3 The election begin, the Chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel.
- Article 4 Directors of the Company shall be elected by the Shareholders Meeting from among candidates with legal capacity. The term of office is three years, and they may continue in office if re-elected.
- Article 5 The ballot boxes for the election of directors shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.
- Article 6 If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number. However, when the candidate is a governmental organization or juristic-person shareholder, the name of the governmental organization or juristic-person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the governmental organization or juristic-person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.
- Article 7 A ballot is invalid under any of the following circumstances:
- (1) The ballot was not prepared by the Board of Directors.
 - (2) A blank ballot is placed in the ballot box.
 - (3) The writing is unclear and indecipherable or has been altered.
 - (4) The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.

- (5) Other words or marks are entered in addition to the candidate's account name (or name) or shareholder account number (or identity card number) and the number of voting rights allotted.
- (6) The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual.
- (7) Two or more candidates are filled in on the same ballot.

Article 8 In the election for the Company's directors (independent directors included), the number of voting rights attached to each share is equal to the seats provided in the Articles of Incorporation to be elected and may be cast in favor of a single or multiple candidates in whole or in part. Candidates who acquire more votes shall win the seats of directors, as applicable. If more than two candidates who acquire the same number of voting rights and the total number of electees would exceed the specified seats to be elected, such candidates shall draw lots to decide who should win the seats. The Chairman would draw lots on behalf of any absent candidates.

After counting the votes, the candidates who acquire higher votes shall win the seats of independent directors, but if neither of them have accounting or financial expertise, the votes of the candidates who have accounting or financial expertise shall be counted separately. The one who acquire the highest number of votes will be elected to a seat, and the rest seats are elected according to the provisions of the preceding paragraph.

Article 9 The ballots should be calculated during the meeting right after the vote casting and the results of the election should be announced by the Chairman at the meeting.

Article 10 The Board of Directors shall issue notifications to the persons elected as directors.

Article 11 Matters on which these Bylaws are silent shall be handled in accordance with the Articles of Incorporation of the Corporation, the Company Act, and applicable laws and regulations.

Article 12 The rule shall become effective after being resolved by the Board of Directors and approved at a Shareholders' Meeting. The amendment shall be subject to the same procedure.

Article 13 The amendment record of the rules:

These procedures were enacted on March 11, 2002.

The 1st amendment was made on June 6, 2012.

The 2nd amendment was made on June 10, 2014.

POYA International Co., Ltd.

Rules of Procedure for Shareholders' Meetings

- Article 1 To establish a strong governance system, and improve supervisory function and managerial mechanism of the Company's shareholders' meetings, these Rules are enacted according to Article 5 of the "Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies."
- Article 2 Except those prescribed by the relevant laws and ordinances or the Company's Articles of Incorporation, the procedures of the Shareholders' Meeting of the Company shall comply with these Rules.
- Article 3 Except those regulated by the relevant laws or ordinances, the Shareholders' Meeting shall be convened by the Board of Directors.

The Company shall prepare electronic versions of the Shareholders' Meeting notice, proxy forms and explanatory materials relating to all the proposals including those for ratification, discussion, election or dismissal of the directors, and upload them to the Market Observation Post System (MOPS) 30 days before the date of an annual Shareholders' Meeting or 15 days before the date of a special Shareholders' Meeting.

The Company shall also prepare electronic versions of the Shareholders' Meeting minutes and supplemental meeting materials, uploading them to the MOPS 21 days before the date of the annual Shareholders' Meeting or 15 days before the date of the special Shareholders' Meeting.

Additionally 15 days before the date of the Shareholders' Meeting, the Shareholders' Meeting minutes and supplemental meeting materials shall be prepared by the Company for any reference by the shareholders, being displayed at the Company and its shareholders services agent as well as being distributed on-site at the Shareholders' Meeting.

The reasons for convening the shareholders meeting shall be specified in the meeting notice and public announcement, which shall be delivered by emails after the agreement of the counterparts.

Election or dismissal of directors, amendments to the Articles of Incorporation, the dissolution, merger, or demerger of the Company, any matter under Article 185, paragraph 1 of the Company Act, or any matter under Articles 26-1 and 43-6 of the Securities and Exchange Act, or any matter under Articles 56-1 and 60-2 of Regulations Governing the Offering and Issuance of Securities by Issuers shall be set out in the reasons for convening the Shareholders Meeting. None of them mentioned

above may be raised by an extraordinary motion.

Article 4 A shareholder may appoint an attorney to attend a Shareholders' Meeting on his or her behalf by offering a proxy statement printed by the Company, declaring the scope of authorization with respect to the meeting agenda. A shareholder may only execute one power of attorney, appointing one proxy as limited, and shall serve such written proxy to the Company no later than 5 days prior to the date of the Shareholders' Meeting. In the case two or more written proxies are received from one shareholder, the first one received by the Company shall prevail unless a declaration is made to cancel the previous proxy appointment.

Article 5 A Shareholders' Meeting shall be convened at the premises of the Company or a place which is convenient for all the shareholders to attend and is suitable for holding the Shareholders' Meeting. The meeting time shall not be earlier than 9am, or later than 3pm. The opinion of the independent directors shall be taken into consideration when selecting the location and time of the Shareholders' Meeting.

Article 5-1 The matters such as time and place for accepting attendance registrations of the shareholders, and other items for attention shall be specified in the meeting notice of the Shareholders' Meeting. The attendance registration of the shareholders, mentioned in the preceding paragraph, shall be accepted at least 30 minutes before the beginning of the Shareholders' Meeting. The place for accepting attendance registration shall be clearly marked and handled by the sufficient number of suitable personnel.

Article 6 The Company shall furnish the attending shareholders or their proxies (collectively, "shareholders") with an attendance book for signing-in. The attending shareholders may also hand in a sign-in card in place of signing-in on the attendance book. The Company shall provide the attending shareholders with a meeting agenda handbook, annual report, attendance card, speaker's slips, voting slips and other meeting materials. Where there is an election of the directors, pre-printed ballots shall also be offered.

The shareholders shall attend the shareholders' meetings based on the attendance cards, sign-in cards or other certificates of attendance. The Company may not arbitrarily ask to offer additional identification documents as the identification documents of the attending shareholder has been already provided. The solicitors who solicit proxy forms shall also bring identification documents for verification.

When the government or a legal entity is a shareholder, it may be represented by more than one representative at a Shareholders' Meeting. However when a legal entity is appointed as proxy to attend the Shareholders' Meeting, it may designate only one person to represent it in the meeting.

Article 7 If the Shareholders' Meeting is convened by the Board of Directors, the meeting shall

be chaired by the Chairman of the Board; the Vice Chairman shall act in place of the Chairman if he/she is on leave or for any reason unable to exercise the powers; one of the managing directors shall be appointed to act as meeting Chair by the Chairman of the Board if there is no Vice Chairman or the Vice Chairman is also on leave or for any reason unable to exercise the powers; one of the directors shall be appointed to act as meeting Chair appointed by the Chairman of the Board if there are no managing directors; one of the managing directors or the directors shall be selected from among themselves to serve as meeting Chair if the Chairman does not make such a designation.

The Shareholders' Meeting convened by the Board of Directors shall be chaired by the Chairman personally, shall be participated personally by the half or more of all the director members, shall be participated by at least one committee member on behalf of each functional Committee, and the attendance shall be included in the meeting minutes of the Shareholders' Meeting. If the Shareholders' Meeting is convened by the convener other than the Board of Directors, the convener shall chair the meeting. If two or more persons are so entitled to convene the meeting, they shall select one from among themselves to serve as meeting Chair.

The Company may appoint its attorneys, certified public accountants, or relevant personnel to participate in a Shareholders' Meeting as a non-voting observer.

Article 8 The Company, beginning from the time accepting attendance registrations of the shareholders, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the Shareholders' Meeting, and the voting and vote counting procedures.

The recorded materials in the preceding paragraph shall be retained for at least 1 year. However, if a shareholder files a lawsuit according to Article 189 of the Company Act, the recordings shall be retained until the conclusion of the litigation.

Article 9 Attendance at the Shareholders' Meetings shall be calculated based on the share number. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards, plus the number of shares whose voting rights are exercised by correspondence or electronic means. The Chair shall call the meeting to order at the time scheduled for the meeting. However if the number of shares held by the attending shareholders is below than half of the total number of issued shares, the Chair may announce postponement of the meeting. The postponement shall be announced twice only as limited and for a combined total of no more than 1 hour. If the shares held by the attending shareholders are still below one-third of the total number of issued shares, with two postponements being announced, the Chair may announce that the meeting shall be canceled.

If the quorum is not met after two postponements as mentioned in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another Shareholders' Meeting shall be convened within 1 month.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the Chair may resubmit the tentative resolution for a vote by the Shareholders' Meeting pursuant to Article 174 of the Company Act.

Article 10 The meeting agenda of the Shareholders' Meeting convened by the Board of Directors shall be determined by the Board. The meeting shall follow the meeting agenda which shall not be changed without the resolution of the Shareholders' Meeting.

The provisions of the preceding paragraph apply *mutatis mutandis* to a Shareholders' Meeting convened by a party with the power to convene that is not the Board of Directors.

The Chair may not declare the meeting adjourned prior to the completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the Shareholders' Meeting. If the Chair declares the meeting adjourned in violation of the Rules, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a new Chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders. Then, the Shareholders' Meeting shall be continued.

The Chair shall allow ample opportunity during the meeting for explanation and discussion of the proposals and amendments or extraordinary motions put forward by the shareholders; when the Chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the Chair may announce the discussion closed and call for a vote.

Article 11 Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak shall be set by the Chair.

An attending shareholder who submits a speaker's slip but does not actually speak shall be deemed not to speak at the meeting. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

On the same issue, each shareholder shall not take the floor more than twice and shall not speak more than five minutes for each round unless agreed by the Chair. If the

shareholder's speech violates the Rules or exceeds the scope of the meeting agenda, the Chair may terminate the speech.

While an attending shareholder is taking the floor, other shareholders shall not interrupt or interfere with the current floor unless agreed by the Chair and the speaking shareholder. The Chair shall stop an offender.

If there are two or more representatives appointed by a legal entity shareholder to participate in a Shareholders' Meeting, only one representative may speak on the same issue.

After the speech of an attending shareholder, the Chair may respond in person or direct relevant personnel to respond.

Article 12 The vote of the Shareholders' Meeting shall be calculated based on the total shares held by the shareholders.

The resolution of Shareholder's Meeting shall be made based on the calculations of total issued shares excluding the non-voting shares.

When the matters being discussed at the meeting have relations with the personal interests of a shareholders and cause harmful impact on the Company's interests because of such relations, the shareholder shall refuse involvement in voting and acting as proxy to exercise the voting rights on the behalf of other shareholders. The shares unable to exercise the voting rights in the preceding paragraph shall be excluded from the voting rights of the attending shareholders.

When an attorney, except for trust enterprises or registrar which has been permitted by competent authorities, receives the proxies from two or more shareholders, the voting right on behalf of other shareholders shall be limited to 3% of the voting rights of total issued shares. The voting rights exceed the standard mentioned above shall be excluded.

When the Company holds a Shareholders' Meeting, the shareholders are allowed to exercise voting rights by correspondence or electronic means. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the Shareholders' Meeting notice. A shareholder exercising voting rights by correspondence or electronic means shall be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company 2 days before the date of the Shareholders' Meeting. When duplicate

declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

If a shareholder intends to attend the Shareholders' Meeting in person after he/she has exercised voting rights by correspondence or electronic means, a written declaration of intent to rescind the voting rights which has been exercised by the ways mentioned above shall be made known to the Company by the same means by which the voting rights were exercised. The written declaration mentioned above shall be handed in 2 business days before the date of the Shareholders' Meeting; if it is submitted after the time period, the voting rights already exercised by correspondence or electronic means shall prevail.

When a shareholder has exercised voting right both by correspondence or electronic means and by appointing a proxy to attend a Shareholders' Meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Article 13 A shareholder shall be entitled to one vote for each share held, except those restricted shares or shares without voting rights under Article 179, paragraph 2 of the Company Act.

Except those specified in the Company Act or the Company's Articles of Incorporation, a resolution shall be adopted by half or more of the votes represented by the attending shareholders. When voting on each agenda item, voting rights of the total shares held by the attending shareholders shall be announced by the Chair or assigned personnel. An agenda item shall be regarded approved after the Chair inquires opinion of all the attending shareholders and no objection is raised. The effect is as same as the resolution approved by voting. If there is any objection, the agenda item shall be resolved by voting as mentioned in the preceding paragraph.

When there is an amendment or an alternative to a proposal, the Chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they shall be put to a vote. However, if any one of the proposals is adopted, the other proposals shall be deemed rejected and no requirement for further voting on them.

The personnel for supervising the casting of votes and counting shares for resolutions shall be designated by the Chairman; however, that the person supervising the casting of votes shall be a shareholder.

Vote counting for the proposals or election resolved at the Shareholders Meeting shall be conducted in public at the place of the Shareholders Meeting. The results, including the statistical tallies of the numbers of votes, shall be announced on-site immediately after the vote counting is completed, and shall be recorded in the minutes.

- Article 14 The election of the directors at a Shareholders' Meeting shall be held according to "Rules for Election of Directors" adopted by the Company, and the voting results shall be announced on-site immediately, including the name list of the elected directors and the number of ballots received by each.
- The ballots for the election mentioned in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.
- Article 15 The resolution made at the Shareholders' Meeting shall be included in the meeting minutes, which shall bear the signature or seal of the Chair and be distributed to each shareholder within 20 days after the meeting. The distribution of the meeting minutes in the preceding paragraph may be made by the form of an announcement.
- The minutes shall be faithfully record the items, such as meeting's year, month, day, place, Chairman's name, the methods of resolution, summary of the proceedings, and results of resolutions. The minutes of Shareholders' Meeting shall be preserved during the existence of the Company.
- "There is no objection from any shareholders after solicited by the Chairman and the resolution is passed" shall be recorded in the meeting minutes if the proposal is passed after the Chair inquires the shareholders' opinion and no objection is raised. If there is any objection and the proposal is to put to a vote, however, the method for resolution, the number of approval votes cast and the percentage of the approval votes as to total votes shall be recorded in the minutes.
- Article 16 The Company shall upload the resolution content of Shareholders' Meeting to the MOPS within the prescribed time period if the resolution concerning the significant matters regulated by the applicable laws or regulations, or the regulations of Taiwan Stock Exchange Corporation (or GreTai Securities Market).
- Article 17 The meeting Chair may instruct security personnel to help maintain order at the meeting. When a shareholder attempts to speak by any device other than the public address equipment set by the Company, the Chair may prevent the shareholder from speaking. The Chair may also instruct security personnel to escort a shareholder from the meeting if the shareholder violates the Rules and defies the Chair's correction, or obstruct the proceedings and refuse to stop.
- Article 18 When a meeting is taking place, the Chair may announce a break based on time considerations. If an event with force majeure occurs, the Chair may rule the meeting temporarily suspended and announce a time for resuming the meeting in view of the circumstances.

If the meeting place is no longer available for continued use for discussing remaining items (including extraordinary motions) on the meeting agenda, the Shareholders' Meeting may adopt a resolution to resume the meeting at another place.

The shareholders may adopt a resolution to postpone or resume the meeting within 5 days based on Article 182 of the Company Act.

Article 19 These Rules and Procedures and any amendment hereto shall come into force after being resolved by the Board of Directors and then approved by the Shareholders' Meeting.

Article 20 The amendment record of these Rules:

The Rules and Procedures were enacted on March, 2002.

The 1st amendment was made on May 24, 2006.

The 2nd amendment was made on May 20, 2008.

The 3rd amendment was made on June 22, 2011.

The 4th amendment was made on June 6, 2012.

The 5th amendment was made on June 10, 2014.

The 6th amendment was made on June 10, 2015.

POYA International Co., Ltd.
Shareholdings of the Members of Sixth Board of Directors
(Term : June 10, 2014~June 9, 2017)

1. The legal share ownership ratio and shareholdings of the members of Sixth Board of Directors of the Company are as followed:

Total current issued shares are common stocks of 95,277,388 shares.

The number of legal shares shall be held by all the directors are 7,622,191 shares.

2. By the end of book closure date of 2016 Regular Shareholders' Meeting (April 2, 2016), the shareholdings by all the directors are as followed respectively: (Complied to the Article 26 of Securities and Exchange Act)

Title	Name	Shareholdings	Share ownership ratio (%)
Chairman	Duo Chin Investment Co., Ltd. Representative: Chen Jian-Zao	7,832,655	8.22%
Vice Chairman	Poya Investment Co., Ltd Representative: Chen Fan Mei-Jin	7,845,711	8.23%
Director	Chen Zong-Cheng	5,962,174	6.26%
Director	Chen Ming-Shian	0	0.00%
Independent Director	Lin Tsai-Yuan	0	0.00%
Independent Director	Liu Zhi-Hong	0	0.00%
Independent Director	Zhong Jun-Rong	0	0.00%
Total		21,640,540	22.71%

Note :

1. The shares held by the Independent Directors are excluded from the actual shares held by all the directors.
2. The rules of legal shares shall be held by the supervisors are not applicable because of the establishment of the Audit Committee of the Company.

The Impact of Stock Dividend Issuance on Business Performance, EPS, and Shareholder Return Rate

The total stock dividends are 952,773 shares. The issuance of stock dividends is for the purpose of business expansion. There are positive benefits to the Company's operating performance by retaining the cash from operating earnings for new store expansion in the future. Under the expectation of stable sale growth of the Company, the dilution effect of stock dividend issuance on EPS is limited.

The impact of stock dividend issuance on business performance, EPS, and shareholder Return Rate is as followed:

Unit:NTD 1,000

Item		Year	2016 (Forecast)
Beginning paid-in capital			952,774
The distribution of stock and cash dividends	Cash dividend per share		NTD 8.80 (Note 1)
	Stock dividend per share through capitalization of earnings		0.01share (Note 1)
	Stock dividend per share through capitalization of additional paid-in capital		0 share
The change of business performance	Operating profits		(Note 2)
	Operating profits, YOY (%)		
	Net income after tax		
	Net income after tax, YOY (%)		
	Earnings per share		
	Earnings per share, YOY (%)		
	Annual average return on investment (A reciprocal of annual average PE ratio)		
Pro Forma EPS and PE ratio	The distribution of cash dividend through capitalization of earnings	Pro Forma EPS	(Note 2)
		Pro Forma Annual average return on investment	
	No dividend distribution through capitalization of additional paid-in capital	Pro Forma EPS	
		Pro Forma Annual average return on investment	
	No dividend distribution through capitalization of additional paid-in capital and distribution of cash dividend through capitalization of earnings	Pro Forma EPS	(Note 2)
		Pro Forma Annual average return on investment	

Note :

1. The cash and stocks to be distributed to each share as shareholders' bonuses mentioned above were calculated based on the total number of actual shares, which was 95,277,388 shares, outstanding on the date of resolution of earnings distributed by the Board of Directors on February 22, 2016. The cash and stocks to be distributed to each share have not yet been adopted by the 2016 Regular Shareholders' Meeting.
2. The Company may not disclose the 2016 financial forecast according to the provision of "Regulations Governing the Publication of Financial Forecasts of Public Companies." Therefore, there is no 2016 forecast information.

Chairman :

General Manager :

Financial and Accounting Manager :

Other Matters

Description of acceptance of shareholders' suggestions in 2016 Regular Shareholders' Meeting:

1. The shareholder, with 1% or more of total shares issued by the Company, shall raise a proposal of Regular Shareholders' Meeting by written form to the Company. Each shareholder shall raise only one proposal as limited and the words of such proposal shall not be more than 300, or such proposal will be excluded.
2. The Company will make an announcement on MOPS according to the applicable rules and regulations. The period for acceptance of the proposal of Regular Shareholders' Meeting this time is from March 28, 2016 to April 6, 2016 (Those proposals by a registered mail shall be accepted with the arriving date to be during the period).
3. The Company didn't receive any proposal from the shareholder.