

**Meeting Notice**  
**of**  
**2016 Annual General Meeting of Shareholders**  
**(Summary Translation)**

The 2016 Annual General Meeting of Shareholders (the "Meeting") of KD HOLDING CORPORATION (the "Company") will be held at Mellow Fields Hotel Tien-Mou Convention Center 202 Room (No. 113, Sec.7, Zhongshan N. Rd., Taipei) at 9:00 a.m., Monday, June 21, 2016.

A. The agenda for the Meeting are as follows:

- (1) Discussion
  - (a) Approval of the Amendment to the Company's "Articles of Incorporation".
  - (b) Approval of the Amendment to the Company's "Rules Governing the Election of Directors".
- (2) Report Items
  - (a) The company's business report of 2015.
  - (b) The audit committee's review report of 2015.
  - (c) The directors' & employees' remuneration of 2015.
  - (d) As of the end of 2015, the aggregate amount of guarantees provided by the company.
  - (e) Issue of Domestic Unsecured Corporate Bonds
- (3) Proposals
  - (a) Adoption of the company's 2015 business report, financial statements and consolidated financial statements.
  - (b) Adoption of the company's distribution of 2015 profits.
- (4) Other Business and Special Motions

B. The major items of the proposal for distribution of 2015 profits adopted at the meeting of the Board of Directors are as follows:

- (1) Cash dividends to common share holders: NT\$9.6934 per share based on common share outstanding is 65,957,448 shares. After being approved at the Meeting, it is proposed that the Board of Directors be authorized to determine the record date to distribute the cash dividends and other relevant issues.
- (2) Employees' remuneration in cash: Totaling NT\$ 227,914.
- (3) Directors' remuneration: Totaling NT\$ 5,200,000.
- (4) In case that the total amount of common shares outstanding may change and the ultimate cash to be distributed to each common share may need to be adjusted, it is proposed that the Board of Directors be authorized to adjust the cash to be distributed to each common share.
- (5) Cash dividend distribution ratio is calculated and rounded to NT\$, the difference is recognized and balanced in other income or expense.

Board of Directors  
KD HOLDING CORPORATION