

Meeting Notice
of
2015 Annual General Meeting of Shareholders
(Summary Translation)

The 2015 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 22, 2015.

A. The agenda for the Meeting are as follows:

(1) Report Items

- (a) The Company's business report of 2014.
- (b) The audit committee's review report of 2014.
- (c) Issue of Domestic Unsecured Convertible Bonds.
- (d) As of the end of 2014, the aggregate amount of guarantees.
- (e) Amendment The Company's "Ethical Corporate Management Best Practice Principles"

(2) Proposals, Discussion and Election

- (a) Adoption of the Company's 2014 business report, financial statements and consolidated financial statements.
- (b) Adoption of the Company's distribution of 2014 profits.
- (c) The By-Election is to elect a new independent director of the 6th Board.
- (d) Approval of removing the non-competition restrictions on newly-elected independent director.

(3) Other Business and Special Motions

B. The major items of the proposal for distribution of 2014 profits adopted at the meeting of the Board of Directors are as follows:

- (1) Cash dividends to common share holders: NT\$9.30324 per share based on common share outstanding is 65,272,899 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) Employee bonus in cash: Totaling NT\$ 303,625.
- (3) Directors' and Supervisors' remuneration: Totaling NT\$ 5,721,370.
- (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.

C. It is hereby proposed in the Meeting to remove the non-competition restrictions on newly-elected Independent Director according to article 209 of the Company Act.

Board of Directors

KD HOLDING CORPORATION