

Holy Stone Enterprise Co., Ltd.

Notice to Convene Annual General Shareholders' Meeting

- 1. The Company convene the 2015 Annual General Shareholders' Meeting at the Chu Pao Building (7F, No.17, Lane 91, Section 1, NeiHu Road, NeiHu District, Taipei City 114, Taiwan) on Tuesday, June 9, 2015 at 09:00 a.m. for the following purposes :**
 - 1) Report items : (1) 2014 Operation Results ; (2) Supervisor's review Opinions on 2014 Financial Results ; (3) Company CSR Policy ; (4) amendment of CSR Code of Practice ; (5) amendment of Director, Supervisor and Manager Code of Ethics ; (6) amendment of Code of Practice for Corporate Governance ; (7) Code for Ethical Corporate Management ;**
 - 2) Acknowledgement items : (1) Acknowledgement of the 2014 Financial Results ; (2) Acknowledgement of the 2014 Earnings Distribution ;**
 - 3) Re-election of the Directors and Supervisors ;**
 - 4) Discussion items : (1) Discussion of amendment to Article of Company ; (2) Discussion of amendment to Rules and Procedures of Shareholders' Meeting ; (3) Discussion of amendment to Director and Supervisor Election Regulation ; (4) Discussion of amendment to Responsibilities of the Supervisors (5) Release the Directors from Non-competition Restrictions; and**
 - 5) Externporary Motions.**
- 2. The 2014 earnings distribution was proposed to set aside NT\$ 737,708,789 for cash dividends, each share shall receive a cash dividend of NT\$3.30.**
- 3. Pursuant to Article 209 of the Company Act, it was proposed to submit to the general meeting for resolution the proposal of releasing the non-competition restrictions on new directors who is elected during the meeting ; A director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.**
- 4. This letter is delivered to you together with a Notice of Annual General Shareholders' Meeting and a Form of Proxy enclosed herein. To attend in person,**

please come to the general meeting on that day and go through the registration formalities. To attend by proxy, please fill out and return the proxy form. For your representative to attend the general meeting, please deliver the proxy form to the stock affairs service agent of the Company, the stock affairs service agent department of Chinatrust Commercial Bank, 5 days prior to the meeting.

- 5. If someone solicits the proxies publicly, the Company will compile and upload the relevant information to the Securities and Futures Institute (website: <http://free.sfi.org.tw>) no later than May 8, 2015. To search for such information, please click on “enter to check proxies/announcement/meeting materials”, then enter the query.**
- 6. The Company has appointed its agent for proxies tallying and verification to be the stock affairs agent of the Company, i.e. the Stock Affairs Agency Department of the Chinatrust Commercial Bank.**
- 7. Please note and act accordingly.**

Sincerely Yours,

Board of Directors of Holy Stone Enterprise Co., Ltd.