



Dyaco International Inc.
Notice of 2020 Annual Shareholders' Meeting
(Summary Translation)

I. The 2020 Annual Shareholders' Meeting (the "Meeting") will be convened at No.1, Gong 1st Rd., Hemei Township, Changhua County (Meeting Center at Dyaco's Headquarters, Chuansing Industrial Park) at 9:00 a.m. on May 28, 2020 (reception at the same venue begins at 8:30 a.m.) for the following purposes:

1. Reports :

- (1) To report the business of 2019.
- (2) To report the Audit Committee's Review Report of 2019.
- (3) To report 2019 employees' profits sharing bonus and directors' compensation.
- (4) To report the proposal for cash distribution of 2019 earnings.
- (5) To report the implementation of share repurchase.
- (6) Amendment to the "Procedures for Ethical Management and Guidelines for Conduct".

2. Ratifications:

- (1) To accept 2019 Business Report and Financial Statements.
- (2) To approve the proposal for distribution of 2019 earnings.

3. Discussions:

- (1) Amendment to the "Articles of Incorporation".
- (2) Amendment to the "Rules of Procedure for Shareholders Meetings".

4. Election matters

Election of the 11th Directors (including independent directors).

5. Other Matters

To approve the lifting of non-competition restrictions on new directors.

6. Motions



- II. The proposal for distribution of 2019 earnings adopted at the meeting of the Board of Directors is as follows : Cash dividends to common shareholders: Totaling NT\$124,321,065. Each common share holder will be entitled to receive a cash dividend of NT\$1.15per share. For variation of the cash dividend payout ratio as a result of change in number of shares outstanding, due to any reason hereafter, the Chairman is authorized by the Company to make discretionary adjustments.
- III. If the reason for convening shall be manifested as requested by Article 172 of Company Act, the relevant information will be disclosed on Taiwan Stock Exchange Market Observation Post System (<http://mops.twse.com.tw/>).
- IV. Pursuant to Article 165 of the Company Act, share transfer registration for the Company will be suspended from March 30, 2020 to May 28, 2020.
- V. Please find the Notice of Attendance and Proxy Form enclosed with this Meeting Notice. If you plan to attend the Meeting in person, please affix your signature or personal seal to the Sign-in Card and submit it for registration on the day of the Meeting. If you wish to appoint a proxy to attend the Meeting, please fill out the name and relevant information of the proxy, affix your signature or personal seal to the Proxy Form, and have the proxy affix his or her signature or personal seal to the Proxy Form. Such Proxy Form shall be delivered to the Company’s securities agent at the Register and Transfer Agency division of Sinopac Securities Corporation, at least five (5) days prior to the Meeting so that a sign-in card can be issued to the proxy.
- VI. The shareholders, persons soliciting proxies, and the proxies shall bring with him identity documents to verify his identification when attending the Meeting.
- VII.If any shareholder solicits proxies, the Company will publish a summary of such solicitation on the Securities and Futures Commission website (<http://free.sfi.org.tw>) at April 27,2020. For shareholders who wish to make inquiries, please access the “free inquiry system for published information on proxies” page on the website, click on “entrance to published information on proxies”, and enter the search criteria.
- VIII. The period during which shareholders may cast electronic votes for this annual general meeting will be from April 28, 2020 to May 25, 2020. The shareholders may vote online for this annual general meeting by accessing the “electronic voting platform for shareholders’ meeting” page on the website of Taiwan Depository and Clearing Corporation at <https://www.stockvote.com.tw>, and casting their votes based on the instructions on the website.
- IX. To elect seven directors (including three independent directors)

1.Candidate for directors and independent directors:

Candidate for directors	Candidate for independent directors
Lin, Ing-Gin	Hsieh, Chang-Hung
Liao, Liang-Bin	Wang, Kai-Li
Zhuang, Zhu-Wei	Wang, Chih-Cheng
Chang, Chih-Chuan	



2. The directors shall be elected from the nominated candidates, whose education and professional qualifications, experience and relevant information at <https://mops.twse.com.tw>.

X. The institution responsible for tallying and verifying the votes for the Company is the Register and Transfer Agency division of Sinopac Securities Corporation.

XI. Please refer the letter and perform accordingly.

Sincerely Yours

The Board of Directors of Dyaco International Inc.