

Meeting Notice

1. The Company is scheduled to hold its 2018 annual meeting of shareholders at No. 159, Sec. 3, Danjin Rd., Tamsui Dist., New Taipei City, on June 26, 2018, 9:00 AM, for the following matters for which the meeting is convened: (1) Report items: i. Business report of Fiscal Year 2017 and operating prospect of Fiscal Year 2018; ii. Supervisor's review of 2017 financial statements; iii. Facts about distribution of remuneration to employees and remuneration to directors and supervisors in Fiscal Year 2017; (2) Ratification items: i. 2017 financial statements proposed for ratification; ii. 2017 earnings distribution proposed for ratification; (3) Discussion items: i. It is proposed that the capital reserve be used for distribution of cash dividend. Please resolve decision as appropriate; ii. It is proposed that the "Articles of Incorporation" should be amended. Please resolve decision as appropriate; iii. It is proposed that the "Rules of Election of Directors and Supervisors" should be amended. Please resolve decision as appropriate; (4) Election items: The election of the directors of the nineteenth term is proposed for your election; (5) Discussion items: iv. Release of the prohibition on directors of the Company from participation in competitive business is proposed for discussion and resolution; v. It is proposed that the "Procedures for Acquisition or Disposal of Assets" should be amended. Please resolve decision as appropriate; vi. It is proposed that the "Operational Procedures for Loaning Funds to Others" should be amended. Please resolve decision as appropriate; vii. It is proposed that the "Operational Procedures for Making Endorsements /Guarantees" should be amended. Please resolve decision as appropriate; and (6) Ad Hoc motions.
2. The Company's earnings distribution proposal with major contents: NT\$258,310,648 of cash dividends will be distributed to shareholders and it is estimated that NT\$0.5 per share will be distributed. After this proposal is resolved by the annual meeting of shareholders, the board of directors is authorized to determine the distribution record date and the payment date. If the number of outstanding shares subsequently increases or decreases, resulting in change in the dividend payout ratio to shareholders, the board of directors is authorized to change relevant matters.
3. To use capital reserve to distribute cash dividend: It is proposed that the Company would take its capital reserve with premium on issuance of the share certificates, in the amount of NT\$206,648,518, to distribute cash dividend pro rata to the original shareholding to distribute NT\$0.4 per share as anticipated. After the proposal is officially resolved by the annual meeting of shareholders, the board of directors is authorized with full powers to fix the date for cash dividend distribution and the payment date. In case of a change in the ratio of cash dividend as a result of increase/decrease of the outstanding shares, the board of directors is authorized with full powers to take charge of the change as necessary.
4.
 - i. Number of directors to be elected at the shareholders' meeting: 11 Directors (include 3 independent directors).
 - ii. Candidates to be considered via nomination: 【Director: Hsu Sheng-Hsiung, Kinpo Electronics, Inc., Kao Ching-Shang, Wea Chi-Lin, Chiu Ping-Ho, Hu Shih-Fang, Hsu Chieh-Li, Wan Chien-Kuo】 , 【Independent director: Hsieh Chi-Chia, Wang Yu-Chuan, Lin Neng-Pai】 .
 - iii. For information about the experience and education of each candidate please visit: <http://mops.twse.com.tw>.
5. The Board of Director proposes that the shareholders meeting lifts restrictions on the non-compete clause on the new directors elected at the shareholders' meeting in accordance with Article 209 of the Company Act. The Company adopts a candidate nomination system for director election. Director candidates Hsu Sheng-Hsiung, Kinpo Electronics, Inc., Kao

Ching-Shang, Wea Chi-Lin, Chiu Ping-Ho, Hu Shih-Fang, Hsu Chieh-Li, Wan Chien-Kuo, Hsieh Chi-Chia, Wang Yu-Chuan and Lin Neng-Pai propose that the shareholders meeting lifts the restrictions on the non-compete clause on the directors after they are elected. (Please refer to the Annual Meeting Handbook for the director candidates concurrently work for other companies or organizations.)

6. One copy of attendance notice and one copy of proxy statement are attached. If you as a shareholder decide to attend the meeting in person, please affix signature or seal on the “attendance notice” (return mail is not required), and bring it with you to the place of meeting for reporting to attendance at the meeting date; if you appoint a proxy to attend the meeting, please affix your signature or seal on the “proxy statement” and fill out name and address of the appointed proxy in person, and then deliver it to the stock agency of the Company - CTBC Bank, Transfer Agency Dept. no later than five days prior to the meeting date, for the issue of attendance card to the appointed proxy based thereon.
7. If any shareholder desires to solicit proxies, the Company will provide solicitation and solicitors information on the website of the Securities and Futures Institution on May 25, 2018. If an investor has inquiries, please visit <https://free.sfi.org.tw>, and go to “free inquiry system for proxy”, and then input the query.
8. The voting rights may be exercised in electronic manner for this meeting of shareholders. The period of voting is: from May 27, 2018 to June 23, 2018. Please directly log on the “electronic voting platform for meeting of shareholders” of Taiwan Depository & Clearing Corporation, “<https://www.stockvote.com.tw>”, directly and operate according to the relevant explanations.
9. The statistical verification institution of the proxy statement for this meeting of shareholders is “CTBC Bank, Transfer Agency Dept.”
10. Thank you for your attention.

To: Your Esteemed Shareholder

Sincerely yours,
The Board of Directors of AcBel Polytech Inc.