

## Meeting Notice

1. It is scheduled to hold the 2015 annual meeting of shareholders of the Company at No. 159, Sec. 3, Danjin Rd., Tamsui Dist., New Taipei City, on June 17, 2015, 9:00 AM, for the following matters for which the meeting is convened: (1) Report items: i. 2014 business report and 2015 business outlook, and ii. Supervisor's review of 2014 financial statements; (2) Ratification items: i. 2014 financial statements proposed for ratification, ii. 2014 earnings distribution proposed for ratification; (3) Discussion and election items: i. Proposal of amendment to "Articles of Incorporation" for resolution, ii. Proposal of election of the 18<sup>th</sup> term of directors and supervisors, and iii. Proposal of release of the prohibition on directors from participation in competitive business for resolution; and (4) Ad Hoc motions.
2. The board of directors has prepared the Company's earnings distribution proposal with major contents as follows: (1) NT\$840,494,872 of cash dividends will be distributed to shareholders and it is estimated that NT\$1.6 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. (2) If subsequently the number of outstanding shares increases or decreases, resulting in change in the dividend payout ratio to shareholders, the board of directors is authorized to change relevant matters.
3. It is proposed to release the prohibition on newly elected directors of the Company from participation in competitive business by resolution at the meeting of shareholders in accordance with Article 209 of the Company Act. Contents relating to duties in other enterprises assumed concurrently by the newly elected directors will be supplemented at the time when this proposal is resolved at the meeting of shareholders.
4. 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 - Chinatrust Commercial 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.

5. 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 15, 2015. If a shareholder has inquiries, just key in <http://free.sfi.org.tw>, and go to “free inquiry system for publicized relevant proxy information”, click on “enter the inquiry for publicized proxy and meeting information”, and then input the query.
6. The voting rights may be exercised in electronic manner for this meeting of shareholders. The period of voting is: from May 18, 2015 to June 14, 2015. Please directly log on the “electronic voting platform for meeting of shareholders” of Taiwan Depository & Clearing Corporation “<https://www.stockvote.com.tw>”, and operate according to the relevant explanations.
7. The proxy verification institution for this meeting of shareholders is “Chinatrust Commercial Bank, Transfer Agency Dept.”
8. Thank you for your attention.

To: Your Esteemed Shareholder

Sincerely yours,

The Board of Directors of AcBel Polytech Inc.