



義隆電子股份有限公司
ELAN MICROELECTRONICS CORP.

地址：30076 新竹科學工業園區創新一路 12 號
Address: No. 12, Innovation 1st Rd., Hsinchu
Science Park, Hsinchu 30076, Taiwan (R.O.C.)
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ELAN MICROELECTRONICS CORP.
Meeting Notice
of
Annual General Shareholders' Meeting
(Summary Translation)

A. The 2018 Annual Shareholders' Meeting (the "Meeting") of ELAN MICROELECTRONICS CORP. (the "Company") will be convened at ELAN's meeting room (located at 1F, No. 12, Innovation 1st Rd., Hsinchu Science Park, Hsinchu 30076, Taiwan) at 9:00 a.m. on June 11, Monday, 2018.

The agenda for the meeting is as follows:

I. Report Items

- (1) 2017 business report
- (2) Audit Committee's review report on the 2017 financial statements
- (3) Report on 2017 employees' compensation and remuneration to directors

II. Acknowledgements

- (1) Adoption of the 2017 business report and financial statements
- (2) Adoption of the proposal for distribution of 2017 profits

III. Discussion Items

- (1) Amendments to company's "Articles of Incorporation"
- (2) Discussion of cash distribution from capital surplus
- (3) Proposal of capital reduction

IV. Directors Election

The 9th Board of Directors Election



V. Other Items

Proposal of release the company's directors from non-competition restriction

VI. Extemporary Motions

- B. The number of directors, to be elected at the shareholders' meeting: 7 directors, including 3 Independent director
- C. Candidates for director: Director: I.H. Yeh, the representative of Yu Long Investment Corp., Kuo-Lung Yen, Te-Chen Chiu, Ci-Lin Wea, the representative of Tsung Long Investment Corp.; Independent Director: Homing Chen, Mao-Kuei Lin, Hsien-Ming Lin. For other relevant information relating to the candidates for director, please refer to the website (<http://mops.twse.com.tw/mops/web/t146sb10>).
- D. It is proposed that a year-end dividend be paid out as follows.
- I. The main content of the proposal for distribution of 2017 profits adopted at the meeting of the Board of Directors is as follows:
Cash dividends to shareholders of common stock totals NT\$998,464,144. Each common stock will be entitled to a cash dividend of NT\$2.3.
 - II. The main content of the proposal for cash distribution from capital surplus is as follows:
Cash dividends to shareholders of common stock totals NT\$121,552,157. Each common stock will be entitled to a cash dividend of NT\$0.28.
 - III. The chairman is authorized to determine the ex-dividend date and the dividend payment date after resolution of the Annual General Shareholders' Meeting.



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- E. Without prejudice to the company's right, the company hereby proposes shareholders' approval to release the new Directors (including Independent Directors) from the non-competition restriction, pursuant to Article 209 of the Company Act of the Republic of China.
- F. Pursuant to Article 165 of the Company Act of the Republic of China, the shareholder register will be closed from April 13 to June 11, 2018.
- G. In addition to the announcement on MOPS (<http://emops.twse.com.tw>), one copy of attendance notification form and proxy form will be attached to this meeting notice. Kindly take the time to attend the meeting. If the shareholder(s) is attending the meeting in person, please sign or stamp on the attendance notification form and carry it to the check-in desk on the day of the meeting. In the case that an agent(s) is entrusted to attend the meeting, the shareholder(s) shall sign or stamp on the proxy form and personally fill out the information of agent, then deliver the proxy form to the Transfer Agency Department of MasterLink Securities Corporation at least 5 days prior to the day of the meeting.
- H. If a proxy is solicited by the shareholder(s), the company is required to compile details on the proxy solicitation parties and disclose such information on the Securities & Futures Institute (SFI) website (<http://free.sfi.org.tw>) no later than May 11, 2018. Shareholder(s) can obtain information on proxy solicitation firms from SFI website, (Security Code : 2458).
- I. Shareholders may exercise their voting rights through the STOCKVOTE platform of Taiwan Depository & Clearing Corporation (<https://www.stockvote.com.tw>) during the period from May 12 to June 8, 2018.
- J. The Transfer Agency Department of MasterLink Securities Corporation is the proxy tallying and verification institution for this annual general meeting.
- K. These regulations should be abided and applied.