



**ELAN MICROELECTRONICS CORP.**  
**Meeting Notice**  
**of**  
**Annual General Shareholders' Meeting**  
**(Summary Translation)**

1. The 2019 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 10, Monday, 2019.

The agenda for the meeting is as follows:

- I. Report Items
  - (1) Report on business status in 2018
  - (2) The Audit Committee's report on the review of 2018 financial statements
  - (3) Report on the distribution of employee compensation and directors' remuneration in 2018
- II. Acknowledgements
  - (1) Acknowledgement of the revision on 2017 Earnings Distribution
  - (2) Acknowledgement of 2018 financial statements
  - (3) Acknowledgement of 2018 Earnings Distribution
- III. Discussion Items
  - (1) Discussion on cash distribution from capital surplus
  - (2) Amendment on Articles of the Company
  - (3) Revision on the procedures of asset acquisition or disposal
- IV. Director Election

Election of one succeeding independent director for the Company



V. Other Items

Lifting the directors' non-competition restrictions

VI. Extemporaneous Motions

2. The number of directors, to be elected at the shareholders' meeting: 1 Independent director  
Candidate for director: Independent Director: CHUNG, RONG-DAR. For other relevant information relating to the candidates for director, please refer to the website (<http://mops.twse.com.tw/mops/web/t146sb10>).
3. Without prejudice to the company's right, the company hereby proposes shareholders' approval to release the new Directors from the non-competition restriction, pursuant to Article 209 of the Company Act of the Republic of China.
4. It is proposed that a year-end dividend be paid out as follows.
  - (1)The main content of the proposal for distribution of 2018 profits adopted at the meeting of the Board of Directors is as follows:  
Each common stock will be entitled to a cash dividend of NT\$4.65.
  - (2)The main content of the proposal for cash distribution from capital surplus is as follows:  
Each common stock will be entitled to a cash dividend of NT\$0.35.
  - (3)Total amount of Cash Distribution to shareholders will be NT\$1,519,401,961.
  - (4)The cash distribution from capital surplus is non- taxable.
  - (5)In the event where adjustment on the number of shares outstanding and payout ratio would be required due to impact and changes thereto arising from any subsequent change in the Company's equity, it is proposed that the shareholders' meeting vest the Chairman with authority to handle the matter at its full discretion.
5. Pursuant to Article 165 of the Company Act of the Republic of China, the shareholder register will be closed from April 12 to June 10, 2019.



6. 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.
7. 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 10, 2019. Shareholder(s) can obtain information on proxy solicitation firms from SFI website, (Security Code : 2458).
8. 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 11 to June 7, 2019.
9. The Transfer Agency Department of MasterLink Securities Corporation is the proxy tallying and verification institution for this annual general meeting.
10. These regulations should be abided and applied.

Board of Directors

**ELAN MICROELECTRONICS CORP.**