

HOLTEK SEMICONDUCTOR INC.
2018 Regular Shareholders' Meeting Notice
(Translation)

1. The 2018 Regular Shareholders' Meeting (the "Meeting") of Holtek Semiconductor Inc. will take place at 9:00 a.m., Taiwan Time, Monday, May 28, 2018 at the Edison, HSP link (No.1, Gongye E. 2nd Rd., East Dist., Hsinchu City 300, Taiwan (R.O.C.)). Registration will begin at 8:30 a.m. at the same place.

The agenda for the meeting is as follows:

- A. Reporting items
- a. 2017 business report
 - b. Audit Committee's review report on the 2017 financial statements
 - c. 2017 distributable compensation for employees and directors
- B. Approval items
- a. Adoption of the 2017 business report and financial statements
 - b. Adoption of the 2017 earnings distribution
- C. Discussion items
- a. Proposal of the distribution of cash dividends from legal reserve
 - b. Permit of directors' engagement in competitive conduct
- D. Extemporary motions
2. The major items of the profit distribution proposal adopted at the meeting of the Board of Directors are as follows:
- A. Cash distribution of NT\$822,347,575 from Unappropriated Retained Earnings, approximately NT\$3.636 per share.
 - B. Cash distribution of NT\$104,942,045 from the Legal Reserve, approximately NT\$0.464 per share.
 - C. Total amount of Cash Distribution to shareholders will be NT\$927,289,620, approximately NT\$4.1 per share.
3. Pursuant to Article 209 of the Company, it is proposed to submit to the regular shareholders' meeting for resolution to remove the restrictions preventing directors and independent directors of the Company from performing work for their newly added positions in other companies :

Title(s) of the Company	Name	Company Name	Title(s) of the Competitive Companies
Director	Gau, Kuo-Tung	Best Health Electronics (Dongguan) Corporation	Representative of juristic person director

Title(s) of the Company	Name	Company Name	Title(s) of the Competitive Companies
Director	Li, Pei-Ying	Best Health Electronics Corporation	Representative of a juridical person director
		Best Health Electronics (Dongguan) Corporation	
		JXY Electronics (Shenzhen) Corporation	

4. The Company Act, Article 165, instructed the book close period for ordinary shares to run from March 30, 2018 to May 28, 2018.
5. Each attending notification and proxy form will be attached in the meeting notice. If the shareholder(s) is attending the meeting in person, please sign or stamp on the attending notification and carry it to the check-in desk on the day of the meeting. However, in the case that an agent(s) is entrusted to attend the meeting, the shareholder(s) shall sign or stamp on the proxy and after the shareholder(s) personally fills out the name and address of the agent, the proxy shall be delivered to the Transfer Agency Department of SinoPac Securities Corporation at least 5 business days prior to the day of the meeting. The signed proxy will serve as the sign-in card for agent(s) to represent your vote at the meeting.
6. Shareholders, solicitors or agents attending the Meeting shall show the documents of identification for verification only.
7. If a proxy is solicited by the shareholder(s), Holtek Semiconductor Inc. is required to compile details on the proxy solicitation parties and disclose such information on the Securities & Futures Institute (SFI) website no later April 27, 2018. Shareholder(s) can obtain information on proxy solicitation firms from the "Free proxy disclosure & related information system" (<http://free.sfi.org.tw>), via the "proxy disclosure and meeting notices" search page.
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 April 27, 2018 to May 25, 2018.
9. The Transfer Agency Department of SinoPac Securities Corporation is the proxy tallying and verification institution for this annual regular meeting.
10. These regulations should be abided and applied.

Sincerely,
Board of Directors
Holtek Semiconductor Inc.