

**Holtek Semiconductor Inc.**  
**2019 Annual Shareholders' Meeting Notice**  
**(Translation)**

1. The 2019 Annual Shareholders' Meeting (the "Meeting") of Holtek Semiconductor Inc. will be convened at the Edison, HSP link (No.1, Gongye E. 2<sup>nd</sup> Rd., East Dist., Hsinchu City 300, Taiwan (R.O.C.)) at 9:00 a.m., Taiwan Time, on May 29, 2019 (Wednesday). The registration for attendance will commence at 8:30 a.m. and the location of registration for attendance is the same as meeting venue.

The agenda for the meeting is as follows:

- A. Reporting items
    - a. 2018 business report
    - b. Audit Committee's review report
    - c. 2018 employee' bonus and directors' remuneration
  - B. Approval items
    - a. Adoption of the 2018 business report and financial statements
    - b. Adoption of the 2018 earnings distribution
  - C. Discussion item and election of directors
    - a. Discussion of cash distribution from legal reserve
    - b. Amendment to the Company's "Articles of Incorporation"
    - c. Amendment to the "Procedures for Acquisition or Disposal of Assets and Financial Derivatives Transactions"
    - d. Amendment to the "Procedures for Lending Funds to Other Parties"
    - e. Amendment to the "Procedures for Endorsements/ Guarantees"
    - f. Election of the 8<sup>th</sup> term directors (including independent directors)
    - g. Permit of directors' engagement in competitive conduct
  - D. Extemporary motions
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2. The major items of the profit distribution proposed at the meeting of the Board of Directors are as follows:
    - A. Cash distribution of NT\$951,715,786 from Unappropriated Retained Earnings, will be entitled to a cash dividend of NT\$4.208 per share.
    - B. Cash distribution of NT\$111,274,754 from the Legal Reserve, will be entitled to a cash dividend of NT\$0.492 per share.
    - C. Total amount of Cash Distribution to shareholders will be NT\$1,062,990,540 and each shareholder will be entitled to receive a cash dividend of NT\$4.7 per share.

3. Purposes for convening the Meeting specified in the meeting notice pertain to major subjects regulated in Article 172 of the Company Act, the essential contents are required to be explained. Please refer to TWSE's Market Observation Post System website (<http://mops.twse.com.tw/mops/web/index>), and key-in Security Code: 6202 for searching electronic books, including Annual Report and relevant materials illustrated major items proposed in the Meeting.
4. Pursuant to Article 165 of the Company Act, share transfer registration for the Company will be suspended from March 31, 2019 to May 29, 2019.
5. Please find the Notice of Attendance and Proxy Form enclosed with this Meeting Notice. If you plan to attend the Meeting in person, please affix your signature or personal seal to the Sign-in Card and submit it for registration on the day of the Meeting. If you wish to appoint a proxy to attend the Meeting, please fill out the name and relevant information of the proxy, affix your signature or personal seal to the Proxy Form, and have the proxy affix his or her signature or personal seal to the Proxy Form. Such Proxy Form shall be delivered to the Company's securities agent at the Register and Transfer Agency division of Sinopac Securities Corporation, at least five (5) days prior to the Meeting so that a sign-in card can be issued to the proxy.
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), 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 April 26, 2019. Shareholder(s) can obtain information on proxy solicitation firms from the "Free proxy disclosure & related information system" (<http://free.sfi.org.tw>), and search with Security Code: 6202.
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 26, 2019 to May 26, 2019.
9. There shall be an election of nine (9) board members, including three (3) members whom shall be independent directors at the Meeting. The election of board members is conducted through a nomination process, and the list of candidates for director is as follows:
  - A. Directors: Mr. Wu, Chi-Yung, Mr. Gau, Kuo-Tung, Mr. Chang, Chih, Lin, Mr. Cheng-Fung, Mr. Tsai, Mr. Jung-Tsung and Mr. Wang, Jen-Chung.
  - B. Independent Directors: Mr. Lu, Cheng-Yueh, Mr. Hsing, Chih-Tien and Mr. Kuo, Tai-Haur.For other relevant information relating to the candidates for director, please refer to the website (<http://mops.twse.com.tw>).
10. The Transfer Agency Department of SinoPac Securities Corporation is the proxy tallying and verification institution for the Meeting.

11. These regulations should be abided and applied.

Sincerely,

Board of Directors

Holtek Semiconductor Inc.