

HOLTEK SEMICONDUCTOR INC.
2016 Regular Shareholder's Meeting Notice
(Translation)

1. The 2016 Regular Shareholder's Meeting (the "Meeting") of Holtek Semiconductor Inc. will be held at the Edison, HSP link (No.1, Gongye E. 2nd Rd., East Dist., Hsinchu City 300, Taiwan (R.O.C.)) at 9:00 a.m. on May 27, 2016.

The agenda for the meeting is as follows:

- A. Discussion items
 - a. Amendment to the Company's Articles of Incorporation
 - B. Reporting items
 - a. Business Report of 2015
 - b. Supervisors' review report on the 2015 Financial Statements
 - c. Employees' bonus and directors' compensation from 2015 profits
 - C. Proposal items
 - a. Adoption of the 2015 Business Report and Financial Statements
 - b. Adoption of the Proposal for Distribution of 2015 Profits
 - D. Discussion items and Election of Directors
 - a. Proposal of the distribution of cash dividends from legal reserve
 - b. Amendment to the Procedures for Acquisition or Disposal of Assets and Financial Derivatives Transactions
 - c. Amendment to the Procedures for Lending Funds to Other Parties
 - d. Amendment to the Procedures for Endorsements/ Guarantees
 - e. Amendment to the Regulations Governing the Election of Directors and Supervisors
 - f. Election of the 7th term Directors (including independent directors)
 - g. Permit of directors' engagement in competitive conducts
 - E. Special motions
2. The major item of the profit distribution proposal adopted at the meeting of the Board of Directors lists as follows:
 - A. Cash distribution of NT\$714,872,447 from Unappropriated Retained Earnings, approximately NT\$3.1608 per share.
 - B. Cash distribution of NT\$92,548,027 from the Legal Reserve, approximately NT\$0.4092 per share.

C. Total amount of Cash Distribution to shareholders will be NT\$807,420,474, approximately NT\$3.57 per share.

3. Pursuant to Article 209 of the Company, it is proposed to submit to the Regular Shareholder's Meeting for resolution the proposal of releasing the non-competition restrictions on Director candidates :

Title(s) of the Company	Name	Company Name	Title(s) of the Competitive Companies
Chairman	Chi-Yung Wu	Holtek Semiconductor Holding (BVI) Ltd., Kingtek Semiconductor Holding (BVI) Ltd., Bestcomm RF Electronics Inc.	Representative of a juridical person director
		Shengling Investment Co., Holtek Semiconductor (Xiamen) Inc., Holtek Semiconductor (China) Inc., Bestcomm RF Electronics Inc., Best Solution Technology Inc.	Chairman
Director	Gau, Kuo-Tung	Kingtek Semiconductor Holding(BVI) Ltd., Shengling Investment Co., Holtek Semiconductor (Xiamen) Inc., Holtek Semiconductor (China) Inc., Bestcomm RF Electronics Inc.	Representative of a juridical person director
		Kingtek Semiconductor (Suzhou) Inc.	Chairman
Director	Chang, Chih	Kingtek Semiconductor (Suzhou) Inc., Holtek Semiconductor (Xiamen) Inc.	Representative of a juridical person director
Director	Lin, Cheng-Fung	Sigmos Holdings Ltd.、MCU Holdings Ltd., Sunnystone (Hong Kong) Limited, Bestway Electronics (Shenzhen) Inc.	Representative of a juridical person director
Director	Pei-Ying Li	Holtek Semiconductor Holding (BVI) Ltd., Sigmos Holdings Ltd., MCU Holdings Ltd., Shengling Investment Co., Santek Holdings Ltd., Santek Holdings (Xiamen) Ltd., Newtek Electronics Ltd., Newtek Electronics (Shenzhen) Ltd., Truetek Technology Ltd., Truetek Technology (Shanghai) Ltd., E-Micro Technology Holding Ltd., E-Micro Technology (Qingdao) Ltd., New Wave Electronics Holding Ltd.、Crown Rich Technology Holding Ltd., Crown Rich Technology (Shenzhen) Ltd., ForIc Electronics Holding Ltd., ForIc Electronics (Beijing) Ltd., Quanding Technology Holding Ltd., Quanding Technology (Suzhou) Ltd., Innotek Electronics	Representative of a juridical person director

Title(s) of the Company	Name	Company Name	Title(s) of the Competitive Companies
		Inc. 、Bestway Electronics Inc., Tech Wave Ltd., ETEK Technology Company Limited, EST Technology Integration Corp., Signal Electronic Co., Ltd., Giny Technology Co., Bestcomm RF Electronics (BVI) Inc., Bestcomm RF Electronics Inc., Best Solution Electronics (BVI) Inc., Best Solution Electronics Inc., Fine Chip Electronics Inc., Fine Chip Electronics (Shanghai) Inc., Anchip Technology Corporation, Anchip Technology (Shenzhen) Corporation, Kingtek Semiconductor (Suzhou) Inc., Holtek Semiconductor (China) Inc.	
		Holtek Semiconductor (Xiamen) Inc., Tangent Microelectromechanics Corp.	Representative of a juridical person supervisor
		Kingtek Semiconductor (Suzhou) Inc.	President
Director	Wang, Jen-Chung	Giny Technology Co. LiVE Technology Co., Ltd.	Representative of a juridical person director
		Greatek Electronic Inc.	Representative of a juridical person supervisor
		CeLAN Technology Inc.	Supervisor
Independent Director	Lu, Cheng-Yueh	YUAN JEN Enterprises Co., Ltd.	Independent Director
Independent Director	Hsing, Chih-Tien	Browave Corporation	Independent Director
Independent Director	Kuo, Tai-Haur	ChipMOS Technologies, Inc.	Independent Director

4. The Company Act Article 165 instructed book close period for ordinary shares starting from March 29, 2016 to May 27, 2016.
5. Registration time starts from 8:30 a.m. at Edison, HSP link (No.1, Gongye E. 2nd Rd., East Dist., Hsinchu City 300, Taiwan (R.O.C.)).
6. 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 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.

7. Shareholders, solicitors or agents attending the Meeting shall show the documents of identification for verification only.
8. 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 May 8, 2015. 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.
9. Shareholders could also exercise voting rights by electronic means. The exercise period starts from April 26, 2016 to May 24, 2016. For more information, please visit <http://www.stockvote.com.tw>.
10. The Transfer Agency Department of SinoPac Securities Corporation is the proxy tallying and verification institution for this annual general meeting.
11. These regulations should be abided and applied.

Sincerely,

Board of Directors

Holtek Semiconductor Inc.