

HOLTEK SEMICONDUCTOR INC.
2017 Regular Shareholders' Meeting Notice
(Translation)

1. The 2017 Regular Shareholders' 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 26, 2017.

The agenda for the meeting is as follows:

A. Reporting items

- a. Business report of 2016
- b. Audit Committee's review report
- c. Employees' bonus and directors' compensation from 2016 profits

B. Approval items

- a. Adoption of the 2016 business report and financial statements
- b. Adoption of the proposal for distribution of 2016 profits

C. Discussion items

- a. Proposal of the distribution of cash dividends 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. Permit of directors' engagement in competitive conduct

D. Extemporaneous 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\$681,670,955 from Unappropriated Retained Earnings, approximately NT\$3.014 per share.
 - B. Cash distribution of NT\$109,917,745 from the Legal Reserve, approximately NT\$0.486 per share.
 - C. Total amount of Cash Distribution to shareholders will be NT\$791,588,700, approximately NT\$3.5 per share.
3. Pursuant to Article 209 of the Company, it is proposed to submit to the 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
Chairman	Wu, Chi-Yung	Best Modules Corporation	Chairman

Title(s) of the Company	Name	Company Name	Title(s) of the Competitive Companies
Director	Gau, Kuo-Tung	Best Modules Corporation	Representative of a juridical person director
Director	Li, Pei-Ying	JXY Electronics Corporation	Representative of a juridical person director
		Best Modules Corporation	
Independent Director	Kuo, Tai-Haur	ZillTek Technology Corporation	Director

4. The Company Act Article 165 instructed book close period for ordinary shares starting from March 28, 2017 to May 26, 2017.
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 April 25, 2017. 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 25, 2017 to May 23, 2017. For more information, please visit <https://www.stockvote.com.tw>.
10. The Transfer Agency Department of SinoPac Securities Corporation is the proxy tallying and verification institution for this annual regular meeting.
11. These regulations should be abided and applied.

Sincerely,

Board of Directors

Holtek Semiconductor Inc.