

# Compal Electronics, Inc.

## Notice of 2019 Annual General Shareholders' Meeting

Dear Shareholders,

The 2019 Annual Shareholders' Meeting (the "Meeting") of **Compal Electronics, Inc.** (the "Company") will be convened at **9:00 am, Friday, June 21, 2019** at **Compal Headquarter, B1** (No. 581, Ruiguang Rd., Neihu District, Taipei, 11492, Taiwan).

I. The agenda for the Meeting is as follows:

**1. Report Items**

- (1) Report on Business for the year 2018
- (2) Audit Committee's Review Report for the year 2018
- (3) Report of the distribution of compensation to employees and directors for the year 2018

**2. Ratification Items**

- (1) To ratify the Business Report and Financial Statements for the year 2018
- (2) To ratify the Distribution of Earnings for the year 2018

**3. Discussion Items**

- (1) To approve the proposal of cash distribution from Capital Surplus
- (2) To approve the amendment to the "Articles of Incorporation"
- (3) To approve the amendment to the "Procedures for Acquisition or Disposal of Assets"
- (4) To approve the amendment to the "Procedures for Financial Derivatives Transactions"
- (5) To approve the amendment to the "Procedures for Endorsement and Guarantee"
- (6) To approve the amendment to the "Procedures for Lending Funds to Other Parties"
- (7) To approve the release of non-competition restrictions for Directors

**4. Special Motion(s)**

**5. Meeting Adjourned**

II. The amount of earnings for the year 2018 available for distribution to shareholders as dividend and bonus is NT\$ 4,407,146,625. Such amount is proposed to be distributed in the form of cash dividend. Each shareholder will be entitled to receive a cash dividend of NT\$1 per share.

III. In accordance with Article 241 of the Company Act, the Company proposes a cash distribution of NT\$ 881,429,325 from capital surplus derived from the amount of the subscription price in excess of par value of common shares issued by the Company, and the expected cash distribution will be NT\$0.2 per share.

IV. Pursuant to Article 172 of the Company Act, essential contents shall be posted on the website of market Observation Post System (website: <http://mops.twse.com.tw>)

- V. We hereby issue this letter together with a Notice of the Meeting and a Proxy Attendance Form. To attend the Meeting in person, please sign or stamp on the Attendance Notice (do not need to send back) and register in person at the Meeting on the scheduled meeting date; To attend by proxy, please refer to the Guidance for Using Proxy to fill out and return the Proxy Attendance Form. In order to be valid, the Proxy Attendance Form shall be delivered to the Transfer Agency Department of CTBC Bank Co., Ltd. five (5) days prior to the Meeting for their proxies attending the Meeting based on the obtained sign-in cards.
- VI. In case of public solicitation of proxies, a summary will be uploaded to Securities and Future Institute (Website: <https://free.sfi.org.tw> ) no later than May 21, 2019. For further information, please visit the website (Securities Code 2324)
- VII. The shareholder voting right could be exercised through the Internet during the period from May 22, 2019 to June 18, 2019. Please login to the TDCC (Taiwan Depository & Clearing Corporation) website (Website: <https://www.stockvote.com.tw> ) to exercise voting rights in accordance with the online instruction.
- VIII. The tallying and verification institution of Company proxies is The Transfer Agency Department of CTBC Bank Co., Ltd.
- IX. Please note and act accordingly.

Sincerely Yours,

Board of Directors  
Compal Electronics, Inc.