

TXC CORPORATION
Notices of a Regular Shareholders' Meeting in 2007

1. TXC CORPORATION hereby announces to convene a Regular Shareholders' Meeting at the Piao-Liang Hall, Taipei Linden Garden Hotel, located in 1st Floor, No. 1, Zhongshan North Rd., Section 6, Taipei, on Wednesday, June 13, 2007, at 10:00 a.m. Agenda of the meeting: (1) Reports: (i) Business operation status in 2006 and the forecast report; (ii) Financial Report 2006 audited by supervisor; (iii) Report of investment progress in Mainland China and operation status; (iv) Report of the conversion and transfer status of the unsecured domestic convertible corporate bonds issued at the second time; (v) Report of execution status of employees' call warrants; (vi) Report of status of external endorsement guarantee and capital lending to third parties; (vii) Report of cancellation of the current „Rules of convening a meeting of Board of Directors“ and constitution of the new „Regulations of convening a meeting of Board of Directors“; (viii) Report of the establishment of new „Code of Ethics“; (ix) Explanations of the reasons of proposals raised by shareholders but not listed in the agenda of the shareholders' meeting. (2) Approved events: (i) Final accounts of the fiscal year 2006; (ii) Proposal of distributing the earnings in 2006. (3) Discussions and elections: (i) Proposal for rights offering to convert distributable earnings and employee dividends to new capital stocks; (ii) Proposals to amend certain clauses of the Articles of Incorporation; (iii) Proposal to revoke „the Regulations and Rules of Election of Directors and Supervisors“ and establish „the New Procedures for Electing Directors and Supervisors“; (iv) Proposal to amend the current „Rules of Discussions in a Shareholders' Meeting“; (v) Proposal to amend the „Procedures to Acquire or Dispose Assets“; (vi) Proposal to elect new directors and supervisors; (vii) Proposal to release the restrictions to the new elected directors to operate competitive business. (4) Other proposals and motions.

2. Proposal for appropriation of distributable earnings in 2006:
 - (1) Share dividends: Proposal to appropriate NT\$206,032,280.—from the distributable earnings to offer rights by issuing new capital stocks for total 20,603,228 shares at the par value of NT\$10.—each share and to distribute 100 free shares for each 1000 shareholding. Furthermore, proposal to appropriate NT\$35,119,140.—from the distributable employee dividends to offer rights by issuing new capital stocks for total 3,511,914 shares at the par value of NT\$10.—each share.
 - (2) Cash dividends: Proposal to appropriate NT\$412,064,564.—from the distributable earnings as cash dividends at NT\$2.-- /each share.
 - (3) Proposal for distributing cash dividends: After approval by the regular shareholders' meeting, the Board of Directors shall be authorized to fix the base day for distributing dividends and the distribution of share dividends shall be approved by the shareholders' meeting and then submitted to the competent authorities for further approval, finally the Board of Directors shall be authorized to fix the base day for distributing the share dividends. The rights offering for the new stocks issued shall be same to those of the stocks previously issued. However, any changes resulted from the circulated number of stocks outside and the ratio of distributing share or cash dividends due to conversion of the convertible corporate bonds and execution of the

employee call warrants etc., shall be managed and executed by the Board of Directors under approval of the shareholders' meeting.

3. Enclosed please find each one copy of the Notice of Attending the Regular Shareholders' Meeting and a Proxy Letter for your disposal. If you want to participate in the said meeting personally, please sign or affix your seal on the said Notice of Attending the Regular Shareholders' Meeting and bring it to the meeting place on the meeting day to report your attendance; If you want to assign a proxy to attend the said meeting, please fill out the attached Proxy Letter indicating the name and address of the agent appointed by you and provide your personal signature or seal on the Proxy Letter and mail the Proxy Letter within five days prior to the calling of the shareholders' meeting to the Sales Agent of our Stock Capitals located in the 4th Floor, No. 225, Nanking East Rd., Section 3, Zhongshan District, Taipei (Zip Code 10488), so that the Company can send out the Meeting Attendance Admission (or Attendance Signature Card) to you. In case a Proxy Letter has been sent to us and the related shareholder has changed his or her mind and wants to attend the meeting personally, he or she shall send his or her letter of cancellation of proxy in writing to the company latest one day before the meeting, otherwise, the vote executed by proxy in the meeting shall govern.
4. For those shareholders seeking for Proxy Letters, the Company shall work out a name list of shareholders who are seeking for Proxy Letters on May 11, 2007 and the said name list will be put and disclosed on the website of the Securities and Futures Institute (<http://free.sfi.org.tw>) and the interested investors may go to this website, search for the desired details and input the inquiry conditions.

For the attention of all shareholders

Yours faithfully,
Board of Directors,
TXC Corporation