

**TXC CORPORATION**  
**Notices of a Regular Shareholders' Meeting in 2010**

1. TXC CORPORATION hereby announces to convene a Regular Shareholders' Meeting at the Shuāng - Xi Hall, Taipei Linden Garden Hotel, located in 1st Floor, No. 1, Zhongshan North Rd., Section 6, Taipei, on Friday, June 15, 2010, at 09:30 a.m. Agenda of the meeting: (1) Reports: (i) Operation in 2009 and plans for the future; (ii) Auditors' examination of 2009 final accounts; (iii) Issuance of third unsecured convertible bond in Taiwan; (2) Approved events: (i) Concurrence for 2009 final accounts; (ii) Concurrence for 2009 surplus allocation. (3) Discussions and elections: (i) Adoption of surplus recapitalization; (ii) Adoption of revision of certain articles of the company charter. ;(iii) Amended Regulations for Guaranty.;(iv) Amended Operation Procedure for Fund Loan to Other Parties. (vi) Proposal to elect new directors and supervisors'; (vii) Proposal to release the restrictions to the new elected directors to operate competitive business. (4) Ad Hoc Motions.
  
2. Proposal for appropriation of distributable earnings in 2009:
  - (1) Share dividends: Proposal to appropriate NT\$57,581,410.—from the distributable earnings to offer rights by issuing new capital stocks for total 5,758,141 shares at the par value of NT\$10.—each share and to distribute 20 free shares for each 1000 shareholding.
  - (2) Cash dividends: Proposal to appropriate NT\$575,814,074.—from the distributable earnings as cash dividends at NT\$2.00 /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 right 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 Chairman of 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 B1, No. 210, Chende Rd., Section 3, Taipei (Zip Code 10366), 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 14, 2010 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