

**TXC CORPORATION**  
**Notices of a Regular Shareholders' Meeting in 2013**

TXC CORPORATION hereby announces to convene a Regular Shareholders' Meeting at the TXC Corporation (PingCheng), located in No.4, Kung Yeh 6<sup>th</sup> Rd., Ping Cheng Industrial District, Ping Cheng City 324, Tao Yuan Hsien. Agenda of the meeting: (1) Reports: (i) Report on 2012 business status; (ii) Report on supervisor review of 2012 financial report; (iii) Report on fourth domestic issuance of unsecured corporate bond related matter; (iv) Report on amendments to Code of Ethical Business Management; (v) Report on amendments to Code of Conduct; (2) Approved events: (i) 2012 business report and financial statements; (ii) Proposal for distribution of 2012 profits. (3) Discussions and Election Matters: (i) Amendments to certain articles of the Company Articles of Incorporation (ii) Amendments to Procedures for Acquisition or Disposal of Assets (iii) Amendments to Procedures for Endorsement and Guarantee (iv) Amendments to Procedures for Lending Funds to Other Parties (v) Amendments to Policies and Procedures for Financial Derivatives Transactions (vi) Amendments to Procedures for Election of Directors and Supervisors. (vii) Election of directors and supervisors (viii) Release the prohibition on newly-elected directors from participation in competing business (4) Ad Hoc Motions.

1. Proposal for appropriation of distributable earnings in 2012:
  - (1) Cash dividends: Proposal to appropriate NT\$681,465,488.—from the distributable earnings as cash dividends at NT\$2.20 /each share.
  - (2) 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.
2. Based on Article 209 of Corporate Law, to remove the restriction of non-compete agreement of director, Paul Lin. For more detailed information regarding adjunct position of directors, please refer meeting handbook of 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.

For the attention of all shareholders

Yours faithfully,  
Board of Directors,  
TXC Coproration