

**TXC CORPORATION**  
**Notices of a Regular Shareholders' Meeting in 2015**

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 City. The shareholders' meeting of the company commences at 9:30 am, Tuesday, June 16, 2015, and the company starts to deal with registered matters at 9:00 am. Agenda of the meeting: (1) Reports: (i) Report on 2014 business report; (ii) Report on audit committee's review of 2014 financial report; (2) Approved events: (i) 2014 business report and financial statements; (ii) Proposal for distribution of 2014 profits. (3) Discussions Matters: (i) Amendments to Constitution of the Company (ii) Amendments to Election Procedure of Directors (iii) Spin-off of LED sapphire business (iv) Shareholders' meeting permits the company to release part of shares and abandon future capital increase by cash of TXC OPTECH Corporation (v) Removing the restriction of non-compete agreement of directors (4) Ad Hoc Motions.

1. Proposal for appropriation of distributable earnings in 2014:
  - (1) Cash dividends: Proposal to appropriate NT\$774,392,600—from the distributable earnings as cash dividends at NT\$2.50 /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.
  - (3) According to Article 209 of Corporate Law, the company is going to remove restriction of non-compete agreement of directors, including Paul Lin (Chairman of TXC), Peter Lin (Director of TXC), Chen Chueh Shang Shin (Director of TXC). For concurrent post of director, please refer to handbook of shareholders' meeting.
  - (4) 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 or execute voting rights in written form or electronic form, he or she shall send his or her letter of cancellation of proxy in writing to the company two days before the meeting, otherwise, the vote executed by proxy in the meeting shall govern.
  - (5) Letter of proxy of the company will be verified by registrar of Yuanta Securities Co.,Ltd.
  - (6) If there is any shareholder who asks for letter of proxy, the company is going to disclose related

information on website of Securities and Futures Institute. Please search for related information in “Free Search System of Proxy Letter Announcement” of the following website:  
<http://free.sfi.org.tw>

For the attention of all shareholders

Yours faithfully,  
Board of Directors,  
TXC Coproration