

# Compal Electronics, Inc.

## Notice of 2017 Annual General Shareholders' Meeting

Dear Shareholders,

The 2017 Annual Shareholders' Meeting (the "Meeting") of **Compal Electronics, Inc.** (the "Company") will be convened at **9:00 am, Thursday, June 22, 2017** 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 2016
- (2) Audit Committee's Review Report for the year 2016
- (3) Report of the distribution of compensation to employees and directors for the year 2016

**2. Ratification Items**

- (1) To ratify the Business Report and Financial Statements for the year 2016
- (2) To ratify the Distribution of Earnings for the year 2016

**3. Discussion Items**

- (1) To approve the proposal of cash distribution from capital surplus
- (2) To approve the amendment to the "Procedures for Acquisition or Disposal of Assets"
- (3) 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 2016 available for distribution to shareholders as dividend and bonus is NT\$ 4,422,152,625. 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\$ 884,430,525 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 209 of the Company Act, it is proposed to submit to the general meeting for resolution the proposal of releasing the non-competition restrictions on Directors (Mr. Jui-Tsung Chen, Mr. Shyh-Yong Shen < Representative of the Corporate Director of Compal, Kinpo Electronics, Inc. >, Mr. Charng-Chyi Ko, Mr. Sheng-Chieh Hsu, Mr. Yen-Chia Chou, Mr.

Chung-Pin Wong, Mr. Chiung-Chi Hsu, Mr. Chao-Cheng Chen, Mr. Min Chih Hsuan, Mr. Duei Tsai), and Corporate Director of Compal Kinpo Electronics, Inc., without prejudice to the interests of the Company.

**V. The shareholder voting right could be exercised through the Internet during the period from May 23, 2017 to June 19, 2017. Please login to the TDCC (Taiwan Depository & Clearing Corporation) website (<http://www.stockvote.com.tw>) to exercise voting rights in accordance with the online instruction.**

VI. Please note and act accordingly.

Sincerely Yours,

Board of Directors  
Compal Electronics, Inc.