

# Compal Electronics, Inc.

## Notice of 2015 Annual General Shareholders' Meeting

Dear Shareholders,

The 2015 Annual Shareholders' Meeting (the "Meeting") of **Compal Electronics, Inc.** (the "Company") will be convened at **9:00 am, Friday, June 26, 2015** 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 2014
- (2) Report of Supervisors' Examination for the year 2014 Financial Statements
- (3) Implementation status of the Company's share buy-back

**2. Ratification Items**

- (1) To ratify the Financial Statements Report for the year 2014
- (2) To ratify the Distribution of Earnings for the year 2014

**3. Discussion and Election Items**

- (1) To approve the proposal of cash distribution from capital surplus
- (2) To approve the amendment to the "Articles of Incorporation"
- (3) To approve the amendment to the "Regulations for Election of Directors and Supervisors"
- (4) Election of the 12<sup>th</sup> Term of Directors
- (5) To approve the release of non-competition restrictions for Directors
- (6) To approve the amendment to the "Procedures for Acquisition or Disposal of Assets"
- (7) To approve the amendment to the "Procedures for Financial Derivatives Transactions"
- (8) To approve the amendment to the "Procedures for Endorsement and Guarantee"
- (9) To approve the amendment to the "Procedures for Lending Funds to Other Parties"

**4. Special Motion(s)**

II. The amount of earnings for the year 2014 available for distribution to shareholders as dividend and bonus is NT\$ 4,428,780,625. 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\$ 2,214,390,313 from capital surplus in excess of par value of common shares issued to the registered shareholders on the record date, and the expected cash distribution will be NT\$0.5 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 Director candidates (Mr.

Sheng-Hsiung Hsu, Mr. Jui-Tsung Chen, Mr. Wen-Being Hsu, Mr. Charng-Chyi Ko, Mr. Sheng-Chieh Hsu, Mr. Yen-Chia Chou, Mr. Wen-Chung Shen, Mr. Yung-Ching Chang, Mr. Chung-Pin Wong, Mr. Chiung-Chi Hsu, Mr. Chao-Cheng Chen, Mr. Min Chih Hsuan, Mr. Duh Kung Tsai, Kinpo Electronics, Inc., Mr. Duei Tsai), without prejudice to the interests of the Company.

**V. The shareholder voting right could be exercised through the Internet during the period from May 27, 2015 to June 23, 2015. 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.