



**Meeting Notice
of
Annual General Shareholders Meeting
(Summary Translation)**

The 2016 Annual General Shareholders Meeting (the "Meeting") of HTC Corporation (the "Company") will be convened at Chuto Hotel, Jin Long Room (Address: No. 398, Taoying Road, Taoyuan City, Taiwan) at 9:00 a.m., Friday, June 24, 2016.

A. The agenda for the Meeting are as follows:

(1) Discussion Matters:

1. Discussion on the proposal to partially amend the Articles of Incorporation

(2) Matters to Report:

1. Fiscal 2015 Business Report

2. Supervisors Audit Report

3. Share Buyback Execution Report

(3) Adoption Matters:

1. Adoption of the Fiscal 2015 Business Report and Financial Statements

2. Adoption of the Fiscal 2015 Deficit Compensation Proposal

(4) Election Matters:

The Company's re- election of Directors and Supervisors

(5) Discussion Matters:

2. Proposal to release the newly- elected Directors from non- competition restrictions

(6) Extraordinary Motions

B. It is hereby proposed in this Annual General Shareholders' Meeting to release the Company's directors from the non-competition restrictions under Article 209 of the Company Act. The details of the overlapping duties of the newly elected directors will be provided when the proposal is submitted for resolution before the Annual General Shareholders' Meeting.

C. Each attending notification and proxy form will be attached in the meeting notice. If the shareholder(s) is attending the meeting in person, please sign or stamp on the attending notification and carry it to the check-in desk on the day of the meeting. However, in the case that an agent(s) is entrusted to attend the meeting, the shareholder(s) shall sign or stamp on the proxy and after the shareholder(s) personally fills out the name and address of the agent, the proxy shall be delivered to the Transfer Agency Department of CTBC Bank Co., Ltd. at least 5 days prior to the day of the



meeting. The signed proxy will serve as the sign-in card for agent(s) to represent your vote at the meeting.

- D. If a proxy is solicited by the shareholder(s), HTC is required to compile details on the proxy solicitation parties and disclose such information on the Securities & Futures Institute (SFI) website no later May 24, 2016. Shareholder(s) can obtain information on proxy solicitation firms from the "Free proxy disclosure & related information system" (<http://free.sfib.org.tw>), via the "proxy disclosure and meeting notices" search page.
- E. Shareholders may exercise their voting rights through the STOCKVOTE platform of Taiwan Depository & Clearing Corporation (<http://www.stockvote.com.tw>) during the period from May 25, 2016 to June 21, 2016.
- F. The Transfer Agency Department of CTBC Bank Co., Ltd. is the proxy tallying and verification institution for this annual general meeting.
- G. Please observe and abide by these regulations.

Sincerely,

Board of Directors
HTC CORPORATION