



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

The 2009 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 19, 2009.

1. The agenda for the Meeting are as follows:

(1) Matters to Report:

1. Fiscal 2008 Business Report
2. Supervisors Audit Report
3. Report on the amendments to the Company's Rules of Procedure for Board of Directors Meetings
4. Share Buyback Execution Report

(2) Adoption and Discussion Matters:

1. Adoption of the Fiscal 2008 Business Report and Financial Statements
2. Adoption of the Fiscal 2008 Earnings Distribution Proposal
3. Discussion of the proposal to allocate earnings and employee bonuses to a capital increase and issuance of new shares
4. Discussion of the proposal to amend the Articles of Incorporation
5. Proposal to amend the Company's Procedures for the Acquisition or Disposal of Assets
6. Proposal to amend the Company's Procedures for the Handling of Derivatives Trading
7. Proposal to amend the Company's Operational Procedures for Lending Funds to Others
8. Proposal to amend the Company's Rules for Endorsements and Guarantees

(3) Election Matters: Proposal for election of one additional member to the Board of Directors

(4) Extraordinary Motions

2. The major items of the proposal for distribution of 2008 profits adopted at the meeting of the Board of Directors are as follows:

The Company's final earnings for fiscal 2008 are calculated at NT\$ 28,635,348,168. Regarding the shareholder dividends distribution proposal, the Board of Directors proposed stock dividend NT\$0.5 per each common share and cash dividend NT\$27 per each common share. If changes to the capital stock affects total shares outstanding and results in changes in shareholders stock and cash dividends; a correction is then needed. It is proposed that shareholders authorize the board of directors to make the adjustment. For employee stock bonus NT\$ 4,954,889,133, the number of shares shall be calculated based on the closing price one day prior to the 2009 annual general



shareholders' meeting on an ex-dividend basis. For employees receiving less than one share, bonuses will be distributed in the form of cash. However, the maximum number of new shares issued for employee stock bonus shall not exceed an employee stock bonus dilution rate of 1.75% which is the ratio of employee stock bonuses to outstanding shares ex-dividends. Shares that exceed the dilution rate of 1.75% will be converted into cash and be distributed to employees in the form of cash converted. For the distribution of cash and stock dividends, after passage by this Annual General Shareholders Meeting and submission to and approval by the competent authority, the board of directors will be authorized to adopt a date of record for the distribution of dividends and carry out the relevant cash and stock dividend distribution matters.

3. (Omitted – not applicable to GDR holders)
4. (Omitted – not applicable to GDR holders)
5. (Omitted – not applicable to GDR holders)

Board of Directors

HTC CORPORATION