



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

The 2010 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 18, 2010.

1. The agenda for the Meeting are as follows:

(1) Matters to Report:

1. Fiscal 2009 Operational Report
2. Supervisors Audit Report
3. Share Buyback Execution Report

(2) Adoption, Discussion and Election Matters:

1. Adoption of the Fiscal 2009 Operational Report and Financial Statement
2. Adoption of the Fiscal 2009 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. Discussion of the proposal to amend the Company's Corporation Procedures for the Acquisition or Disposal of Assets.
6. Discussion of the proposal to amend the Company's Corporation Rules for Endorsements and Guarantees.
7. Discussion of the proposal to amend the Company's Corporation Operational Procedures for Lending Funds to Others.
8. Proposal for the Company's re-election of Directors and Supervisors
9. Proposal to release the newly-elected Directors from non-compete restrictions

(3) Extraordinary Motions

2. The major items of the proposal for distribution of 2009 profits adopted at the meeting of the Board of Directors are as follows:

The Company's final earnings for fiscal 2009 are calculated at NT\$ 22,608,903,476. Regarding the shareholder dividends distribution proposal, the Board of Directors proposed stock dividend NT\$0.5 per each common share and cash dividend NT\$26 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\$ 1,943,694,436, the number of shares shall be calculated based on the closing price one day prior to the 2010 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. 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. It is hereby proposed in this Annual General Shareholders Meeting to remove the non-compete limitations on newly elected directors according to article 209 of the Company Act. The details of the overlapping duties of the newly elected directors will be supplied when the proposal is submitted for resolution before the Annual General Shareholders Meeting.
4. (Omitted – not applicable to GDR holders)
5. (Omitted – not applicable to GDR holders)
6. (Omitted – not applicable to GDR holders)

Board of Directors

HTC CORPORATION